

**WATER SUPPLY SEWERAGE CONSTRUCTION AND INVESTMENT JOINT
STOCK COMPANY**

WASECO

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

APRIL 2026

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Ho Chi Minh City, April 2026

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
OF WATER SUPPLY SEWERAGE CONSTRUCTION AND INVESTMENT JOINT
STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019, and its amending and supplementing documents;

Pursuant to the Law on Enterprises dated June 17, 2020, and amending and supplementing documents;

Pursuant to the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the form of public-private partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax and the Law on Enforcement of Civil Judgments No. 03/2022/QH15 dated January 11, 2022

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law, and amending and supplementing documents;

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

Pursuant to the Charter of the Water Supply and Sewerage Investment and Construction Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders No. 02/2026/NQ-ĐHĐHD dated April 22, 2026;

The Board of Directors promulgates the Internal Regulation on corporate governance of the Water Supply and Sewerage Investment and Construction Joint Stock Company;

The internal regulations on corporate governance of the Water Supply and Sewerage Investment and Construction Joint Stock Company include the following contents:

CHAPTER I: GENERAL REGULATIONS

Article 1: Scope of regulation and subjects of application

1. Scope of Adjustment:

The internal regulation on corporate governance stipulates the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, the Control Board, the General Director and other activities as prescribed in the Company's Charter and other current provisions of law.

2. Subjects of application:

This internal regulation on corporate governance applies to members of the Board of Directors, the Supervisory Board, the General Director and related persons of the Company.

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 2: The role of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. Form of approving the resolution of the General Meeting of Shareholders:
 - a) The General Meeting of Shareholders approves resolutions under its jurisdiction in the form of voting at the meeting or collecting written opinions.
 - b) In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
3. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

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

1. The General Meeting of Shareholders has the following rights and obligations:
 - a) Through the development orientation of the Company;
 - b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
 - c) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
 - d) The decision to invest or sell assets valued at 35% or more of the total value of assets is recorded in the Company's latest financial statements.
 - e) Decision on amendments and supplements to the Company's Charter;
 - f) Approval of annual financial statements;
 - g) Decide to repurchase more than 10% of the total sold shares of each type;
 - h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;
 - i) Decision on reorganization or dissolution of the Company;
 - j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - k) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Control Board;
 - l) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
 - m) Other rights and obligations as prescribed by law and the Company's Charter.

2. The General Meeting of Shareholders discussed and approved the following issues:
 - a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
 - d) Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
 - e) Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
 - f) Dividend level for each share of each type;
 - g) Number of members of the Board of Directors and the Control Board;
 - h) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
 - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - j) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's activities when deeming it necessary;
 - k) Supplementing and amending the Company's Charter;
 - l) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
 - m) Division, separation, consolidation, merger or transformation of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o) Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
 - p) Decide to repurchase more than 10% of the total sold shares of each type;
 - q) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
 - r) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - s) Approving the Internal Regulations on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
 - t) Other matters as prescribed by law and the Company's Charter.
3. The Annual General Meeting of Shareholders discusses and approves the following matters:
 - a) The Company's annual business plan;
 - b) Annual financial statements;
 - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
 - d) Report of the Supervisory Board on the Company's business results, operation results of the

Board of Directors, General Director;

- e) Reports on self-assessment of performance of the Control Board and Controllers;
 - f) Dividend level for each share of each type;
 - g) Other matters fall under the jurisdiction.
4. The contents approved in the previous Resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change in the contents falling under the decision-making competence of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

Article 4: Competence to convene meetings of the General Meeting of Shareholders

- 1. The Board of Directors convenes an annual General Meeting of Shareholders once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year.
- 2. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.
- 3. The Supervisory Board convenes an extraordinary General Meeting of Shareholders as prescribed at Point b, Clause 4, Article 14 of the Company's Charter.
- 4. Shareholders or groups of shareholders convene an extraordinary General Meeting of Shareholders as prescribed at Point c, Clause 4, Article 14 of the Company's Charter.

Article 5: Order and procedures for convening the General Meeting of Shareholders (approving the resolution in the form of voting at the General Meeting of Shareholders)

- 1. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the Company's General Meeting of Shareholders;
 - b) Prepare the program and content of the congress;
 - c) Preparing documents for the congress;
 - d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
 - e) Determining the time and place of the congress;
 - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks for the congress.
- 2. Making a list of shareholders entitled to attend the meeting
 - a) The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders of the Company.
 - b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

3. Announcement on the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders
 - a) The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.
 - b) When disclosing information on the making of the list of shareholders entitled to attend the General Meeting of Shareholders, the Company must simultaneously report to the State Securities Commission and the Stock Exchange where the Company's securities are listed or registered for trading on the content of the information disclosed. including all information as prescribed.
 - c) The company must send a complete and valid dossier of notification of exercise of rights to the Securities Depository (VSD) within 08 working days immediately before the last registration date or another time limit as prescribed by VSD, which must clearly state the following basic information:
 - i) Information about the last registration date (The last registration date is a working day fixed by the Issuer or VSD on the basis of the authorization of the Issuer to determine the list of securities holders entitled to rights in accordance with the notice of the Issuer, VSD and the provisions of the law);
 - ii) Purpose of use of the list;
 - iii) Specific contents of information on the right to exercise (implementation rate, implementation date, place of implementation, etc.).
4. Sending the Notice of convening the General Meeting of Shareholders
 - a) The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox).
 - b) The notice of invitation to the meeting must contain the name, address of the head office, enterprise code; name, contact address of the shareholders , time and place of the meeting and other requirements for the participants of the meeting.
 - c) The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of security to the contacts of shareholders and and at the same time announce on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. In case the Company deems it necessary, it shall publish it in the daily newspaper of the central or local government.
 - d) The notice of invitation to the meeting must be sent together with the Agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
 - i) Meeting agendas, documents used in the meeting;
 - ii) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board (if any);
 - iii) Voting slips;
 - iv) Draft resolutions for each issue on the meeting agenda.

5. Proposal to supplement the program and contents of the General Meeting of Shareholders
 - a) Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.
 - b) The convener of the General Meeting of Shareholders may reject the proposal specified at Point a, Clause 5 of this Article if it falls into one of the following cases:
 - i) The petition is sent in contravention of the provisions of Point a, Clause 5 of this Article;
 - ii) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Company's Charter;
 - iii) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
 - iv) Other cases as prescribed by law and the Company's Charter.
 - c) The convener of the General Meeting of Shareholders must accept and include the proposals specified at Point a, Clause 5 of this Article in the proposed agenda and contents of the meeting, except for the case specified at Point b, Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

Article 6: The authorization of the representative to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case there is more than one authorized representative, the number of shares and the number of authorized votes for each representative must be specified.
2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form, including the following contents: name of the authorized shareholder, name of the authorized individual, organization, number of authorized shares, authorization contents, scope of authorization, etc. duration of authorization, signatures of the authorizing party and the authorized party, seal (if the authorizing party or the authorized party is an organization with a seal).

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).
3. The voting slip of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:
 - a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
 - b) The authorizer has canceled the authorization designation;

- c) The authorizer has canceled the authority of the person performing the authorization.

This clause does 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 7: How to register to attend the General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:

1. The convener of the meeting establishes the Shareholder Eligibility Examination Committee;
2. When registering shareholders, the Shareholder Status Examination Board shall grant each shareholder or authorized representative the right to vote for a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder shall be inscribed.
3. Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

Article 8: Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.
2. In case the first meeting is not eligible to be held under the provisions of Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30) days from the date on which the first meeting is planned. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
3. In case the second meeting is not eligible to be held under the provisions of Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the date on which the second meeting is planned. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairperson cannot be elected, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the Chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting;
2. Except for the case specified in Clause 1 of this Article, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders shall elect the Chairperson of the meeting and the person with the highest number of votes shall be appointed to chair the meeting;

3. The chairperson shall appoint one or several persons to act as the secretary of the meeting;
4. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairman of the meeting.
5. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
 - a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;
 - b) Ensure the safety of everyone present at the meeting places;
 - c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.
6. The convener or chairman of the General Meeting of Shareholders has the following rights:
 - a) Require all attendees to submit to inspections or other lawful and reasonable security measures;
 - b) Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
7. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
 - a) The meeting venue does not have enough convenient seating for all attendees;
 - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
 - c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
8. In case the Chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

Article 10: Format for conducting the General Meeting of Shareholders

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session.
2. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
3. The General Meeting of Shareholders discusses and votes on each issue in the content of the program.
4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 11: How to vote, count votes and announce the results of vote counting

1. The voting is conducted by voting in favor, disapproval and no opinion.
2. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide.
3. The results of the vote counting were announced by the Chairman just before the end of the meeting.
4. The voting and counting of votes for the election of members of the Board of Directors and the Control Board shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises.

Article 12: Conditions for the resolution to be passed

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) Type of shares and total number of shares of each type;
 - b) Change of business lines, professions and fields;
 - c) Changes in the organizational structure of the Company's management;
 - d) Projects to invest in or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
 - e) Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. The election of members of the Board of Directors and the Control Board shall comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 13: Making minutes of the General Meeting of Shareholders

1. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
 - a) Name, address of the head office, enterprise code;
 - b) Time and place of the General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full name of the chairman and secretary;
 - e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

- f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
 - h) The issues that were passed and the corresponding percentage of votes voted for approval;
 - i) Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
 3. Minutes made in Vietnamese and foreign languages (if any) have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.

Article 14: Announcement of the Minutes and Resolutions of the General Meeting of Shareholders.

The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

Article 15: Competence and mode of collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of the Company's Charter.
3. The opinion poll must contain the following principal contents:
 - a) Name, address of the head office, enterprise code of the Company;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal papers of the individual for individual

- shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
- d) Issues that need to be consulted to pass the resolution;
 - e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
 - f) The deadline for sending to the Company the answered opinion poll form;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send the answered opinion poll to the Company in the following forms:
- a) In case of sending a letter: the answered opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b) In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
 - c) Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
- a) Name, address of the head office, enterprise code;
 - b) Purpose and issues to be consulted to pass the resolution;
 - c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
 - d) The total number of votes in favor, disapproval and no opinion on each issue;
 - e) The issues that were passed and the corresponding voting rate passed;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.
 - g) Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. The vote counting minutes and resolutions sent to shareholders shall be replaced by posting on the Company's website within 24 hours from the end of vote counting.
7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
8. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all

shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

CHAPTER III: BOARD OF DIRECTORS

Article 16: The Role of the Board of Directors

The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

Article 17: Powers and responsibilities of the Board of Directors.

1. Permissions the term of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers:
 - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
 - c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
 - d) Deciding on the selling price of the Company's shares and bonds;
 - e) Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
 - g) Deciding on solutions for market development, marketing and technology;
 - h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;
 - j) Supervising and directing the General Director and other managers in running the Company's daily business;
 - k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
 - l) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
 - m) Submit the audited annual financial statements to the General Meeting of Shareholders;

- n) To propose the level of dividends to be paid; to decide on the time limit and procedures for payment of dividends (**after being approved by the Annual General Meeting of Shareholders**) or to handle losses incurred in the course of business;
 - o) Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - p) Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Company's Regulation on information disclosure;
 - q) Business or transactional matters and the Board of Directors require approval within the scope of its powers and responsibilities;
 - r) Other powers as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
2. The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, the Company's Charter and the following responsibilities and obligations:
- a) Be accountable to shareholders for the Company's activities.
 - b) Treat all shareholders equally and respect the interests of persons with interests related to the Company.
 - c) Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and internal regulations.
 - d) Formulate the Operation Regulation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the company's website.
 - e) Supervise and prevent conflicts of interest of Board members, Supervisory Board members, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties.
 - f) Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of Decree 155/2020/ND-CP of the Government dated December 31, 2020.
 - g) Appointment of the person in charge of corporate governance.
 - h) Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the Company.
 - i) Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of Decree 155/2020/ND-CP of the Government dated 31/12/2020 (**and amending and supplementing documents**).
 - j) Other obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.

Article 18: Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights under the provisions of the Law on Enterprises, the Law on Securities, relevant laws, the Company's Charter, this Regulation, the Decision of the General Meeting of Shareholders, Fund the operation of the Board of Directors, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company.

2. Members of the Board of Directors have the following obligations as prescribed in the company's charter and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c) Attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); in case of force majeure, members of the Board of Directors must report in writing to the Board of Directors.
 - d) Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;
 - e) Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% or more of the charter capital and members of the Board of Directors and related persons of such members; transactions between companies and companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years before the time of transaction;
 - f) Promptly, fully and accurately notify the Company of enterprises in which members of the Board of Directors and their related persons own or have dominant shares or contributed capital.
 - g) Members of the Board of Directors and related persons, when conducting a share transaction of the Company, must make a report and disclose information about this transaction in accordance with the provisions of law.
 - h) Register and notify the Board of Directors of their personal information, contact information, telephone, email, electronic signature (if any) and other information of themselves. Board members are responsible for maintaining the confidentiality of their personal email and are responsible for their voting opinions via email registered with the Board of Directors.
 - i) Other duties as prescribed by the Company's Charter and the law.
3. Each independent member of the Board of Directors of the listed company must make an evaluation report on the operation of the Board of Directors.

Article 19: Term of office, structure and number of members of the Board of Directors

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

Article 20: Criteria and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following criteria and conditions:
 - a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;
 - c) A member of the Board of Directors of a company may be a member of the Board of Directors or a member of the Board of members of another company but may only be a member of the Board of Directors or the Board of Members at up to 05 other companies.
2. An independent member of the Board of Directors must meet the following criteria and conditions:

- a) Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the company, parent company or subsidiary of the Company for at least 03 consecutive years;
- b) Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;
- c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;
- d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- e) Not a person who has been a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

Article 21: Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors

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

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

- a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total ordinary shares of the Company shall be nominated for one (01) candidate;
- b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total ordinary shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total ordinary shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total ordinary shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total ordinary shares of the Company are nominated for a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total ordinary shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders holding between 70% and less than 80% of the total ordinary shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total ordinary shares of the Company may nominate a maximum of eight (08) candidates;
- i) Shareholders or groups of shareholders holding 90% or more of the total ordinary shares of the Company may nominate a maximum of nine (09) candidates or all of the candidates if the structure of the Board of Directors has more than nine (09) members.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the Company's Charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction 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 law.

3. How to introduce candidates for members of the Board of Directors

- a) In case a candidate for the Board of Directors has been identified, 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.
- b) Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors.
- c) Information related to the Board candidate announced includes:
 - i) Full name, date of birth;
 - ii) Professional qualifications;
 - iii) Work process;
 - iv) Other managerial titles (including the title of the Board of Directors of other companies);
 - v) Interests related to the Company and its related parties;
 - vi) Other information (if any);
 - vii) The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the Company of the candidate of the Board of Directors (if any).

4. How to elect members of the Board of Directors

The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the election of members of the Board of Directors is determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the Company's Charter.

5. Cases of dismissal, dismissal and addition of members of the Board of Directors

- a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - i) Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
 - ii) Have a letter of resignation and be approved;
 - iii) Other cases specified in the Company's Charter.
- b) The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- i) Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
 - ii) Other cases specified in the Company's Charter.
 - c) When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or dismiss members of the Board of Directors except for the cases specified at Points a and b of this Clause.
 - d) The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in case the number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;
 - e) Except for the case specified at Point d, Clause 5 of this Article, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.
6. Notification of change, appointment, dismissal and dismissal of members of the Board of Directors

The company must disclose information in accordance with the provisions of the law on securities when changing, appointing, re-appointing, or dismissing members of the Board of Directors; received the resignation letter of the Board of Directors.

Article 22: Election, dismissal and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote on the principle of majority to elect one (01) of them to convene a meeting of the Board of Directors.

Article 23: Remuneration and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed 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 who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks

outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 24: Order and procedures for organizing meetings of the Board of Directors.

7. Minimum number of meetings by month/quarter/year
The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
8. Cases in which an extraordinary meeting of the Board of Directors must be convened
 - a) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - i) At the request of the Control Board or an independent member of the Board of Directors;
 - ii) At the request of the General Director or at least 05 other managers;
 - iii) At the request of at least 02 members of the Board of Directors;
 - b) The proposal specified at Point a of this Clause must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
 - c) The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the proposal specified at Point a of this Clause. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
9. Notice of Board of Directors Meeting
 - a) The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least three (03) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.
 - b) The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the Company's Charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.
 - c) In School in an emergency, a meeting of the Board of Directors may be held as soon as it is approved and attended by all (100%) members of the Board of Directors.
10. Right to attend meetings of the Board of Directors of members of the Control Board
 - a) The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board

of Directors.

- b) Members of the Supervisory Board have the right to attend meetings of the Board of Directors, have the right to discuss but do not have the right to vote.

11. Conditions for organizing meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

12. How to vote

A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

- a) Listening to each other member of the Board of Directors speaking in the meeting;
- b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

13. How to approve the resolution of the Board of Directors

- a) Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.
- b) The resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors. In case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors. This Resolution has the same effect and validity as the resolution adopted at the meeting.

14. Authorization of other persons to attend meetings of members of the Board of Directors

Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

Article 25: Board of Directors Meeting Minutes

- 1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:
 - a) Name, address of the head office, enterprise code;
 - b) Time and place of the meeting;
 - c) Purpose, agenda and contents of the meeting;

- d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
 - e) Issues are discussed and voted on at the meeting;
 - f) Summarizing the opinions of each member attending the meeting in the order of the meeting;
 - g) The voting results clearly state the members who approve, disagree and have no opinions;
 - h) The issue was passed and the vote rate passed accordingly;
 - i) Full name, signature of the chairman and the person making the record, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article, this record takes effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, the company's charter and relevant laws.
 3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
 4. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.
 5. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
 6. Notification of resolutions and decisions of the Board of Directors.
 - a) Based on the contents and resolutions adopted at the meeting of the Board of Directors, the Chairman of the Board of Directors shall sign and promulgate the Resolution of the Board of Directors on behalf of the Board of Directors.
 - b) The resolutions of the Board of Directors shall be sent to all members of the Board of Directors, the Supervisory Board, the General Director and other relevant members of the Company within 3 (three) working days from the date the members of the Board of Directors attending the meeting fully sign the Document.
 - c) The contents of the resolutions of the Board of Directors that are subject to information disclosure shall be disclosed in accordance with law.

Article 26: Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management.
2. The number of members of the Subcommittee decided by the Board of Directors shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the Subcommittee and one of these members is

appointed as the Head of the Subcommittee at the discretion of the Board of Directors.

3. The activities of the Subcommittee must comply with the regulations of the Board of Directors. The Resolution of the Subcommittee shall take effect only when the majority of members attend and vote for approval at the meeting of the Subcommittee.
4. The implementation of decisions of the Board of Directors or of the Subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and the Internal Regulations on corporate governance.

Article 27: Selection, appointment and dismissal of the person in charge of corporate governance

1. Standards of the person in charge of corporate governance
The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the company's financial statements.
2. Appointment of the Person in charge of corporate governance
The Board of Directors of the Company must appoint at least 01 person in charge of the Company's governance to support the Company's governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
3. Cases of dismissal of the person in charge of corporate governance
The Board of Directors may dismiss the person in charge of the Company's administration when necessary, but it is not contrary to the current laws on labor.
4. Notice of appointment and dismissal of the person in charge of corporate governance
Notification of the appointment and dismissal of the person in charge of corporate governance is made According to provisions of the Company's Charter and the law on securities.
5. Rights and obligations of the person in charge of corporate governance
 - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) Advising on the procedure of meetings;
 - d) Attend meetings;
 - e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;
 - g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) Acting as a point of contact with relevant stakeholders;
 - i) Confidentiality of information in accordance with the provisions of law and the Company's Charter;
 - j) Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER IV: SUPERVISORY BOARD

Article 28: Rights and obligations of the Control Board

The Supervisory Board has the rights and obligations specified in Article 170 of the Law on Enterprises, the Company's Charter and the following rights and obligations:

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.
4. Ensure coordination with the Board of Directors, the General Director and shareholders.
5. In case of detecting violations of law or violations of the Company's Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and the Company's Charter.

Article 29 Rights and Responsibilities of members of the Supervisory Board

1. Members of the Supervisory Board have the rights under the provisions of the Law on Enterprises, relevant laws and the Company's Charter, including the right to access information and documents related to the company's operations. Members of the Board of Directors, the General Director and other executives of the enterprise shall be responsible for providing timely and complete information at the request of members of the Control Board.
2. Members of the Control Board shall have the following responsibilities:
 - a. Strictly comply with the law, the Company's Charter, the resolution of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations.
 - b. Exercising the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
 - c. Loyal to the interests of the Company and shareholders; do not abuse their positions and use information, know-how, business opportunities and other assets of the Company for self-interest or serve the interests of other organizations and individuals.
 - d. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.

- e. In case of violation specified at Points a, b, c and d of this Clause which cause damage to the Company or other persons, the members of the Control Board shall be personally or jointly responsible for such damage. Incomes and other benefits obtained by members of the Supervisory Board as a result of violations must be reimbursed to the Company.
- f. In case of detecting that any member of the Control Board commits violations in the exercise of their assigned rights and obligations, it must notify in writing to the Control Board and request the violator to stop the violation and remedy the consequences.

Article 30: Composition of the Supervisory Board

- 1. The term of office and the number of members of the Supervisory Board of the Company shall comply with the provisions of Clause 1, Article 37 of the Company's Charter.
- 2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of an independent auditing firm auditing the Company's financial statements for the previous three (03) years.

Article 31: Nomination, candidacy, election, dismissal and dismissal of members of the Control Board

- 1. Nomination and candidacy of members of the Control Board
Shareholders or groups of shareholders holding 10% or more of total ordinary shares have the right to stand for and nominate candidates for the Supervisory Board, specifically as follows:
 - a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total ordinary shares of the Company shall be nominated for one (01) candidate;
 - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total ordinary shares of the Company may nominate a maximum of two (02) candidates;
 - c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total ordinary shares of the Company may nominate a maximum of three (03) candidates;
 - d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total ordinary shares of the Company may nominate a maximum of four (04) candidates;
 - e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total ordinary shares of the Company are nominated for a maximum of five (05) candidates;
 - f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total ordinary shares of the Company may nominate a maximum of six (06) candidates;
 - g) Shareholders or groups of shareholders holding from 70% to less than 80% of the total ordinary shares of the Company may nominate a maximum of seven (07) candidates;
 - h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total ordinary shares of the Company may nominate a maximum of eight (08) candidates;
 - i) Shareholders or groups of shareholders holding 90% or more of the total ordinary shares of the Company shall be nominated nine (09) candidates.
- 2. In case the number of candidates of the Supervisory Board approved for nomination and candidacy is still insufficient, according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall introduce more candidates or organize the nomination as prescribed in the Company's Charter, Internal regulations on corporate

governance and Regulations on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

3. How to introduce candidates for members of the Supervisory Board

- a) In case the candidates of the Supervisory Board have been identified, 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.
- b) Candidates of the Supervisory Board must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Supervisory Board.
- c) Information related to the Supervisory Board candidates announced includes:
 - i) Full name, date of birth;
 - ii) Professional qualifications;
 - iii) Work process;
 - iv) Other managerial titles (including the title of the Supervisory Board of other companies);
 - v) Interests related to the Company and its related parties;
 - vi) Other information (if any);
 - vii) The Company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Supervisory Board, other managerial positions and interests related to the Company of the Supervisory Board candidate (if any).

4. How to elect members of the Supervisory Board

The voting for the election of members of the Control Board must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Control Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of a member of the Supervisory Board is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the Company's Charter.

5. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
6. Members of the Control Board shall be dismissed from office in the following cases:
 - a) No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2, Article 30 of this Regulation;

- b) Have a letter of resignation and be approved;
 - c) Other cases as prescribed by law and the Company's Charter.
7. A member of the Control Board shall be dismissed in the following cases:
- a) Failing to complete assigned tasks and jobs;
 - b) Failing to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure cases;
 - c) Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Company's Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.
8. Notification of change, appointment, dismissal and dismissal of members of the Control Board
- The company must disclose information in accordance with the provisions of the law on securities when changing, appointing, re-appointing, or dismissing members of the Supervisory Board; received the resignation letter of the Supervisory Board.

Article 32: Supervisory Board Meeting

- 1. The Control Board must meet at least two (02) times a year and the meeting shall be held when two-thirds (2/3) or more of the members of the Control Board attend the meeting.
- 2. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting.
- 3. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
- 4. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Article 33: Salaries, remuneration and other benefits of members of the Control Board

- 1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.
- 2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

CHAPTER V: GENERAL DIRECTOR

Article 34: Roles, responsibilities, rights and obligations of the General Director;

- 1. The General Director is the person who runs the daily business of the Company in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company

and the resolutions and decisions of the Board of Directors.

2. The General Director has the following rights and obligations:
 - a) To decide on matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business in accordance with best management practices;
 - b) Organizing the implementation of resolutions and decisions of the Board of Directors;
 - c) Organizing the implementation of the Company's business plan and investment plan;
 - d) Proposing the organizational structure plan and internal management regulations of the Company;
 - e) Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
 - f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
 - g) Labor recruitment;
 - h) Proposing a plan to pay dividends or handle losses in business;
 - i) To propose the number and executives of the enterprise that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide;
 - j) On December 31 of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the annual (05) year financial plan;
 - k) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - l) Other rights and obligations as prescribed by law, the Company's Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.
 - m) The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these levels when requested.

Article 35: Appointment, dismissal, signing and termination of contracts for the General Director

1. Term of office, criteria and conditions of the General Director

The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
2. Criteria and conditions of the General Director

The General Director is not a person who is prohibited by law from holding this position and

- must meet the standards and conditions prescribed by law and the Company's Charter.
3. Appointment and signing of labor contracts with the General Director
The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director of the Company; sign a contract that stipulates remuneration, salary and other benefits.
 4. Dismissal and termination of labor contracts with the General Director
The Board of Directors of the Company may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.
 5. Notice of appointment, dismissal, signing and termination of contracts for the General Director
The notice of the election, dismissal and dismissal of the General Director shall comply with the provisions of the Company's Charter and the provisions of the law on enterprises and securities.
 6. The salary and other benefits of the General Director shall be paid according to the following provisions:
 - a) The General Director is paid salaries, bonuses and other benefits.
 - b) The salary and bonus of the General Director shall be decided by the Board of Directors.
 - c) The salaries, bonuses and other benefits of the General Director shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed 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

Article 36: Coordination of activities between the Board of Directors and the Supervisory Board

1. The Board of Directors and the Supervisory Board shall coordinate closely and regularly to exercise their rights and duties in accordance with the provisions of the Company's Charter and current laws.
2. Responsibilities of the Board of Directors in the relationship of coordination with the Supervisory Board
 - a) The Chairman of the Board of Directors invites the Supervisory Board to attend all meetings of the Board of Directors.
 - b) The notice of invitation to the meeting and enclosed documents shall be sent to the Controllers at the same time as the members of the Board of Directors;
 - c) All resolutions and decisions of the Board of Directors and documents of a general governance nature issued by the Board of Directors shall be sent to the Supervisory Board within the time limit specified in this Regulation and the Company's Charter;
 - d) When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must respond to the opinion in accordance with internal regulations;
 - e) Other contents that need to be consulted by the Control Board must be sent within the prescribed time limit and the Control Board is responsible for responding within the prescribed time.
3. Responsibilities of the Supervisory Board in the relationship of coordination with the Board of Directors
 - a) Regularly notify the Board of Directors of the results of operations, consult with the Board of

Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

- b) In addition to periodic reports, members of the Supervisory Board are entitled to request the Board of Directors to provide information and documents on the management, administration and business activities of the Company at any time. The process and time limit for provision are in accordance with the provisions of law and internal regulations of the Company.
- c) During meetings of the Control Board, the Control Board has the right to request members of the Board of Directors (at the same time requesting the General Director and independent auditors) to attend and answer matters of interest to the Controller;
- d) The periodic and irregular inspection of the Control Board must be concluded in writing (not later than 15 working days from the date of completion of the inspection) and sent to the Board of Directors in order to have more grounds to assist the Board of Directors in the management of the Company. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- e) In case the Supervisory Board detects violations of law or violations of the Company's Charter by members of the Board of Directors, the Supervisory Board shall notify in writing to the Board of Directors within 48 hours, request the violator to stop the violation and take remedial measures, and at the same time, the Supervisory Board shall be responsible report to the General Meeting of Shareholders and at the same time report and disclose information in accordance with current laws;
- f) For proposals related to the Company's operation and financial situation, the Supervisory Board must send in writing and relevant documents at least 15 working days before the intended date of receipt of the response;
- g) Other matters requiring the opinion of the Board of Directors must be sent at least 7 working days in advance and the Board of Directors will respond within 7 working days.

Article 37: Coordination between the Board of Directors and the General Director

1. The Board of Directors shall, on the basis of its functions, tasks and powers, determine the guidelines, policies, orientations and governance regulations as a basis for the General Director to carry out business activities; at the same time, approve business operation plans and plans, reports and proposals submitted by the General Director under the consideration and decision competence of the Board of Directors.
2. The Board of Directors shall prescribe the information/reporting regime as a basis for grasping the Company's operation situation and making decisions; The General Director is responsible for maintaining the regime of information and reporting to the Board of Directors in a timely, complete and accurate manner, creating favorable conditions for the Board of Directors to grasp the operation situation of the Company.
3. The General Director is responsible for administering the affairs in accordance with the Charter, Resolution, authorization/assignment/direction of the Board of Directors/Chairman of the Board of Directors, in accordance with the provisions of law.
4. In case the General Director disagrees with the Resolution/Decision of the Board of Directors, the General Director has the right to exchange and reserve opinions but must still abide/implement the direction of the Board of Directors.
5. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director of the coordination and use of resources within a reasonable time as prescribed in the Company's Charter.

6. The Board of Directors shall decide on commendation or discipline for the completion or failure to complete the implementation of the resolution and other matters of authorization of the Board of Directors to the General Director.

Article 38: Coordination between the Supervisory Board and the General Director

1. During meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (or at the same time to request members of the Board of Directors and independent auditors) to attend and answer matters of interest to the Comptroller;
2. The periodic and irregular inspection of the Control Board must have a written conclusion (not later than 15 working days from the date of end of the inspection) and send it to the General Director in order to have more grounds to assist the General Director in the management and administration of the Company. Depending on the extent and results, the Supervisory Board may consult the General Director before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
3. In case the Control Board detects violations of law or violations of the Company's Charter by members of the Board of General Directors, the Control Board shall notify in writing to the Board of Directors and the General Director within 48 hours, requesting the person who commits the violation to stop the violation and take remedial measures at the same time as the Control Board shall report to the General Meeting of Shareholders and at the same time report and disclose information in accordance with current law;
4. The Comptroller has the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Company's head office or where the dossiers are kept;
5. For information and documents on management and administration of business activities and reports on the business situation, financial statements, written requests of the Supervisory Board must be sent to the Company at least 48 hours in advance. The Supervisory Board is not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

Article 39: Regulations on annual evaluation of commendation and disciplinary activities for members of the Board of Directors, members of the Control Board, General Director and other executives of enterprises

The annual evaluation of commendation and disciplinary activities for members of the Board of Directors, members of the Control Board, General Director and other executives of the enterprise shall comply with the regulations on commendation and discipline issued by the Company from time to time.

CHAPTER VII: EFFECT

Article 40: Enforcement effect

1. The Internal Regulation on corporate governance of Water Supply and Sewerage Construction and Investment Joint Stock Company includes 7 Chapters and 40 Articles and takes effect from April 22, 2026.
2. This Regulation is unique and official of the Company.
3. Copies or extracts of the Internal Regulation on corporate governance are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN THI QUYNH TRANG