

PHU MY WATER SUPPLY  
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

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**INTERNAL REGULATIONS CORPORATE GOVERNANCE OF  
PHU MY WATER SUPPLY JOINT STOCK COMPANY**

**Based on:**

- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;*
- *The Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;*
- *The Charter on the Organization and Operation of Phu My Water Supply Joint Stock Company;*
- *The Resolution of the General Meeting of Shareholders No 01/NQ - ĐHĐCĐ dated March 14, 2025*

The Board of Directors hereby issues the Internal Regulations Corporate Governance of Phu My Water Supply Joint Stock Company

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**CHAPTER 1 – GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

1. **Scope of regulation:** This regulation is established in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; as well as other activities as prescribed in the company's Charter and other applicable legal regulations.
2. **Subjects of application:** This regulation applies to members of the Board of Directors, the BOS, the General Director, and other relevant individuals mentioned herein.

**Article 2. Interpretation of Terms and Abbreviations**

1. “Non-executive Board Member” is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as specified in the company's Charter.
2. “Company” means Phu My Water Supply Joint Stock Company.
3. “BOD” means the Board of Directors.
4. “Self-nomination” means candidacy
5. “BOS” means the Board of Supervisors.
6. “VSDC” means Vietnam Securities Depository and Clearing Corporation.
7. “Delegate” means Shareholder or authorized representative (person authorized by a shareholder).
8. “Corporate Governance Officer” is a person responsible for duties and authority as stipulated in Article 281 of Decree No. 155/2020/ND-CP.

**CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS**

**I. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY VOTING AT THE GENERAL MEETING**

**Section 1. Roles, Rights, and Obligations of the General Meeting of Shareholders**

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

**Section 2. Regulations on Procedures for Convening and Voting at the General Meeting of Shareholders**

**Article 3. Authority to Convene the General Meeting of Shareholders**

1. *Authority to Convene the Annual General Meeting of Shareholders:* The General Meeting of Shareholders shall be held annually, once per year, within four (04) months from the end of the fiscal year. The BOD may extend the time for holding the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.

2. *Authority to Convene an Extraordinary General Meeting of Shareholders:*

a. BOD must convene the General Meeting of Shareholders within sixty (60) days from the date when the number of remaining BOD members or Supervisors falls below the threshold stipulated in Clause 3, Article 14 of the Company's Charter or upon receipt of a request as specified in Points c and d, Clause 3, Article 14 of the Company's Charter;

b. If the BOD fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 14 of the Company's Charter, the Board of Supervisors shall replace the BOD in convening the meeting within the next thirty (30) days, in accordance with Clause 3, Article 140 of the Enterprise Law;

c. If the BOS does not convene the General Meeting of Shareholders as required in Point b, Clause 4, Article 14 of the Company's Charter, shareholders or a group of shareholders as defined in Point c, Clause 3, Article 14 of the Company's Charter shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the meeting, such as accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law

**Article 4. The Personnel of the General Meeting of Shareholders**

**1. Chairman and Presiding Panel:**

- a. The Chairman of the BOD shall chair or authorize another BOD member to chair the General Meeting of Shareholders convened by the BOD. If the Chairman is absent or temporarily unable to perform duties, the remaining BOD members shall elect one among themselves to chair the meeting based on the majority principle. If no chairman is elected, the Head of BOS shall oversee the process for the General Meeting of Shareholders to elect a chairman from among the attendees, with the person receiving the highest votes serving as the chairman of the meeting;
- b. Except as stipulated in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders shall oversee the process for the General Meeting of Shareholders to elect a chairman, with the person receiving the highest votes serving as the chairman;
- c. The chairman has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees;
- d. The chairperson of the General Meeting of Shareholders has the following rights:
  - Require all attendees to undergo inspection or other lawful and reasonable security measures;
  - Request competent authorities to maintain order at the meeting and expel individuals who fail to comply with the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or refuse to comply with security checks.
- e. The chairman has the right to postpone the General Meeting of Shareholders, provided that the required number of registered attendees has been met, for a maximum of three (03) working days from the scheduled start date. The meeting can only be postponed or relocated under the following circumstances:
  - The meeting venue does not have sufficient seating for all attendees;
  - The communication system at the meeting venue does not allow shareholders to participate, discuss, and vote effectively;
  - Attendees disrupt the meeting, posing a risk that it cannot be conducted fairly and legally.
- f. The chairman shall also have other rights and obligations as stipulated by applicable laws.
- g. The Presiding Panel shall consist of three (03) members, including one chairperson and other members.
- h. The Duties of the Presiding Panel:
  - Conduct the activities of the General Meeting of Shareholders in accordance with the agenda proposed by the BOD and approved by the General Meeting of Shareholders;
  - Guide the delegates and the General Meeting in discussing the agenda items;
  - Present draft resolutions and conclusions for voting by the General Meeting;
  - Answer issues requested by the Meeting;
  - Address any arising matters during the General Meeting
- i. Working Principles of the Presiding Panel: The Presiding Panel works on the principle of collectivity, democratic centralization, and majority decision-making.

**2. The Secretary of the General Meeting:**



- a. The chairman shall appoint one or more persons as secretaries of the meeting;
- b. The Duties of the Secretary of the General Meeting:
  - Accurately and truthfully record the proceedings of the General Meeting;
  - Receive speech registration forms from shareholders/delegates;
  - Prepare the Meeting Minutes and draft Resolutions of the General Meeting of Shareholders;
  - Assist the chairman in disclosing information related to the General Meeting and notifying shareholders in accordance with legal regulations and the Company's Charter;
  - Perform other tasks as assigned by the chairman.

### **3. The Vote-Counting Board**

- a. The General Meeting of Shareholders elect one or more persons to the Vote-Counting Board upon the proposal of the chairman.
- b. Duties of the Vote-Counting Board:
  - Announce the voting principles and procedures and guide shareholders on the voting process;
  - Count and record the votes, prepare the vote-counting minutes, announce the results, and submit the minutes to the chairman for approval;
  - Promptly report the voting results to the secretary;
  - Review and report to the General Meeting any violations of voting regulations or complaints regarding the voting results.

### **4. Shareholder/Delegate Eligibility Verification Committee:**

- a. The chairman appoint one or more persons to the Shareholder/Delegate Eligibility Verification Committee to support the meeting. This committee shall consist of 03 to 05 members, including one Head of the Committee and other members.
- b. Duties of the Shareholder/Delegate Eligibility Verification Committee
  - Verify the eligibility and attendance of shareholders and their authorized representatives;
  - The Head of the Committee report to the General Meeting on shareholder attendance. If shareholders and authorized representatives attending the meeting represent more than 50% of the total voting shares, the General Meeting of Shareholders shall be deemed valid and may proceed;
  - Participate in counting votes and other contents before establishing the Vote Counting Committee.

### **Article 5. Prepare a list of shareholders entitled to participate in the General Meeting of Shareholders and notify the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders**

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

2. The Company shall prepare the shareholder list and carry out related procedures in accordance with in the Regulation on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation.

**Article 6. Notice of Convening the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date unless the Company's Charter specifies a longer period. The meeting invitation must include the company name, registered office address, business registration number; the name and contact address of the shareholder, the meeting time and venue, and any other requirements for attendees.
2. The meeting invitation shall be sent using a method that ensures delivery to the shareholder's contact address and shall be posted on the company's website. If deemed necessary, the company may also publish the invitation in a national or local daily newspaper in accordance with the Company's Charter.
3. The meeting invitation must be accompanied by the following documents:
  - a. The meeting agenda, materials to be used in the meeting, and draft resolutions for each item on the agenda;
  - b. Voting/election ballot.
4. If the company has an official website, the requirement to send meeting materials along with the meeting invitation as stipulated in Clause 3 of this Article may be replaced by publishing the documents on the company's website. In such cases, the meeting invitation must specify the location and method for accessing and downloading the materials.

**Article 7. Agenda and Content of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened in cases specified in Article 3 of this Regulation.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting must be prepared no more than *10 days* before the meeting invitation is sent. The company must disclose information on the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date. The procedures shall be carried out in accordance with Article 6 of this Regulation;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare materials for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders based on the expected content of the meeting;
  - e. Determine the time and venue of the meeting;
  - f. Notify and send meeting invitations to all shareholders entitled to attend the General Meeting of Shareholders;
  - g. Other tasks necessary for the meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to their contact address and shall also be published on the Company's website, as well as with the State Securities Commission and the Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the meeting invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date (calculated from the date the notice is sent or dispatched validly). The agenda of the General Meeting of Shareholders and related documents regarding matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In cases where documents are not sent together with the meeting invitation, the invitation must specify the link to access the full set of meeting materials, including:
  - a. The meeting agenda and relevant documents used in the meeting;
  - b. The list and detailed information of candidates in the event of electing members of BOD or BOS;
  - c. Voting/election ballot.
  - d. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to propose additional matters to the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and type of shares owned, contact address, nationality, ID card, Passport, or other legally recognized personal identification for individual shareholders. For institutional shareholders, the proposal must include the company name, enterprise code or establishment decision number, registered office address, number and type of shares owned, and the specific issue proposed for inclusion in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject proposals mentioned in Clause 4 of this Article if they fall under any of the following cases:
  - a. The proposal does not comply with the regulations set forth in Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required under Clause 2, Article 12 of the Company's Charter;
  - c. The proposed matter is beyond the authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and the Company's Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal mentioned in Clause 4 of this Article in the proposed agenda and content of the meeting, except in cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

**Article 8. Registration and Proxy for Attending the General Meeting of Shareholders**

1. Method of registering for attendance before the opening of the General Meeting of Shareholders:
  - a. The method of registering for the General Meeting of Shareholders shall be specified in the meeting invitation, including contacting the Company or submitting the Registration Form for Attendance (attached to the meeting invitation) to the Company.

- b. Shareholders select the method of registration for attendance as stated in the invitation, including::
- Attending and voting/electing directly at the meeting;
  - Authorizing another representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article (In case more than one representative is appointed, the number of shares and voting/election rights authorized to each representative must be specified).
  - Attending and voting/electing via an online meeting, electronic voting, or other electronic means;
  - Sending voting/election ballots to the meeting via mail, fax, or email;
  - Other forms of meeting attendance registration that comply with legal regulations.
  - 4Luật doanh nghiệp và Điều lệ công ty. The Company must make every effort to apply modern information technology to enable shareholders to attend and express their opinions at the General Meeting of Shareholders in the best possible manner, including guiding shareholders on voting through an online General Meeting of Shareholders, electronic voting, or other electronic methods in accordance with Article 144 of the Law on Enterprises and the Company's Charter

2. Regulations on Proxy for Attending the General Meeting of Shareholders

- a. Shareholders or authorized representatives of shareholders shall authorize others in accordance with the provisions of the Company's Charter
- b. The authorization of an individual or organization to attend the General Meeting of Shareholders under Point a, Clause 2 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of the authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In case of further delegation, the attendee must also present the original authorization document from the shareholder or the authorized representative of an institutional shareholder (if not previously registered with the Company).

- c. Voting/election ballot of the authorized representative within the scope of authorization shall remain valid in the following cases:
- The authorizing person has passed away, is restricted in legal capacity, or has lost legal capacity;
  - The authorizing person has revoked the authorization;
  - The authorizing person has canceled the authority of the authorized person.
  - This provision does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

3. Registration Process for Attending the General Meeting of Shareholders and Verification of Delegates on the Meeting Day

Before the opening of the meeting, the Company must carry out the shareholder registration process and continue registration until all shareholders eligible to attend have completed their registration in the following order:

- a. During shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of voting rights/election votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by approval, disapproval, and abstention. The vote counting results shall be announced by the Chairman/the Vote-Counting Board immediately before the meeting is adjourned. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairman. The number of members of the Vote-Counting Board shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;
- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently participate in voting/elections at the meeting after registration. The Chairman is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of previously voted/elected matters remains unchanged.

**Article 9. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when attending shareholders represent more than 50% of the total voting shares.
2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, the second meeting invitation shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending shareholders represent at least 33% of the total voting shares.
3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, the third meeting invitation must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the attending shareholders.

**Article 10. Forms of Passing Resolutions at the General Meeting of Shareholders**

The General Meeting of Shareholders shall pass resolutions under its authority through voting at the meeting, collecting opinions in writing, and other forms as prescribed by current laws.

**Article 11. Matters Approved at the General Meeting of Shareholders**

1. Approval of the Company's development strategy;
2. Consideration and resolution of violations committed by members of BOD and BOS that cause damage to the Company and its shareholders;
3. Approval of the list of accepted auditing firms; selection of an accepted auditing firm to audit the Company's activities; dismissal of the accepted auditor when deemed necessary;
4. The Company's annual business plan;

5. Approval of the audited annual financial statements;
6. Report of BOD on governance and the performance of the BOD and each Board member;
7. Report of BOS on the Company's business results, the performance of BOD, and the Director;
8. Self-assessment report on the performance of BOS and its members;
9. Dividend levels per share for each type of share;
10. Number of members of BOD and BOS;
11. Election, dismissal, and removal of members of BOD and BOS;
12. Decision on the budget or total remuneration, bonuses, and other benefits for BOD and BOS;
13. Approval of the list of accepted auditing firms; decision on the accepted auditing firm to audit the Company's activities when necessary;
14. Amendments and supplements to the Company's Charter;
15. Types and quantity of new shares to be issued for each type of share and the transfer of founding shareholders' shares within the first three years from the Company's establishment;
16. Division, separation, consolidation, merger, or transformation of the Company;
17. Reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
18. Decision on investment in or sale of assets valued at 35% or more of the Company's total assets as recorded in the latest financial statements;
19. Decision to repurchase more than 10% of the total issued shares of each type;
20. Company's contracts or transactions with parties specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value of 35% or more of the Company's total assets as recorded in the latest financial statements;
21. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Law on Securities;
22. Approval, amendment, and supplementation of internal governance regulations, the BOD's working regulations, and BOS's working regulations;;
23. Other matters as prescribed by law and the Company's Charter.

## **Article 12. Voting on Matters at the General Meeting of Shareholders**

### **1. General Principles**

- a. All matters in the agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
- b. Voting cards, voting ballots, and election ballots shall be printed and stamped with the Company's official seal and delivered directly to the delegates at the meeting (together with the General Meeting of Shareholders' participation documents). Each delegate shall be issued a voting card, a voting ballot, and an election ballot. The voting card, voting ballot, and election ballot must clearly state the delegate's code number, full name, number of shares owned, and the number of voting rights received through authorization.

### **2. Validity of Voting Ballots and Election Ballots**

#### **a. Voting Ballots**

- **A valid voting ballot** is a pre-printed form issued by the Organizing Committee, with no erasures, modifications, tears, damage... must not contain any additional content beyond the specified requirements, must bear the signature of the delegate, with the full name written by

hand beneath the signature submitted to the Vote Counting Committee before the ballot box is unsealed

A voting ballot is valid when the delegate selects one (1) of the three (3) voting options..

➤ **Invalid Voting Ballots:**

- The content does not comply with the regulations for a valid voting ballot.

b. Election Ballots

➤ **A valid election ballot** is a pre-printed form issued by the organizing committee, with no erasures, modifications, or additional content beyond the specified requirements; It must include the delegate's signature and full name and must be submitted to the Vote Counting Board before the ballot box is unsealed.

➤ **Invalid Election Ballots:**

- The content does not comply with the regulations for a valid election ballot.
- The number of candidates selected exceeds the number of candidates to be elected;
- The total number of votes cast by the shareholder or representative exceeds the total number of votes allowed;
- Other regulations as stipulated in the General Meeting of Shareholders' election regulations and the Company's Charter.

**Article 13. Voting Methods**

1. General Principles

- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by raising voting cards, direct voting, electronic voting, or other electronic methods.
- Delegates cast their votes by selecting "Approve," "Disapprove," or "Absence" for a matter presented for voting at the General Meeting by raising the Voting Card or marking the options on the Voting Ballot.

2. Forms of Voting

a. Voting by Raising Voting Cards: When voting by raising the Voting Card, the front side of the card must be raised and directed toward the Presiding Panel. If a delegate does not raise their Voting Card in all three rounds of voting ("Approve," "Disapprove," or "Absence") on an issue, it will be considered as an "Approve" vote. If a delegate raises their Voting Card more than once during the voting rounds for "Approve," "Disapprove," or "Absence" on an issue, the vote will be considered invalid. Under this voting method, the Member of the Delegate Credential Verification Committee/the Vote-Counting Board records the delegate code and the corresponding number of voting shares for each shareholder under the categories: "Approve," "Disapprove," "Absence," and "Invalid."

b. Voting by Ballot: When voting by ballot, for each item, the delegate selects one of the three options: "Approve," "Disapprove," or "Absence," pre-printed on the ballot by marking an "X" or "☐" in the chosen box. After completing all voting items of the General Meeting, the delegate submits

the completed ballot into a sealed ballot box at the General Meeting as instructed by the Vote Counting Board.

**Article 14. Election Voting Method**

1. General Principles

- Voting must comply with legal regulations and the Company's Charter;
- Members of the Vote Counting Board cannot be on the list of nominees or self-nominate for BOD and the SOB.

2. Forms of Election Voting

a. Cumulative Voting Method

- Each delegate has a total number of votes equal to the number of shares they own or represent, multiplied by the number of members to be elected;
- Delegates may allocate all their votes to one or multiple candidates;
- If additional candidates arise on the day of the General Meeting, delegates may request a new ballot from the Vote Counting Board and must return the old ballot (before casting vote);
- In case of a voting mistake, the delegate may contact the Vote Counting Committee to receive a new ballot and must return the old ballot;
- Ballot Completion Instructions: Each delegate is given election ballots. The ballots should be completed as follows:
  - + A delegate may vote for up to the maximum number of candidates needed;
  - + If allocating all votes to one or multiple candidates, the delegate must check the "Cumulative Voting" box for the respective candidates;
  - + If distributing votes unevenly among multiple candidates, the delegate must write the exact number of votes in the "Number of Votes" box for each chosen candidate.

**Note:** If a delegate marks both the "Cumulative Voting" box and writes a number in the "Number of Votes" box, the final count will be based on the number written in the "Number of Votes" box.

-Election Winning Principles:

- + Candidates are elected based on the highest number of votes received, ranked from highest to lowest, until the required number of members is reached.
- + If two or more candidates receive the same number of votes for the final available position, a re-vote will be conducted among those candidates.
- + If the first election round does not elect enough members, further election rounds will be conducted until all required positions are filled.

- b. Election by Voting Method: Conducted in accordance with Point b, Clause 2, Article 13 of this Regulation.



**Article 15. Vote Counting Method**

The vote counting process is carried out by summarizing the approval, disapproval, and abstention votes from voting cards/ballots.

For sensitive issues or upon shareholder request, the Company must appoint an independent organization to collect and count the votes.

**Article 16. Conditions for Resolution Approval**

1. A resolution on the following matters is approved if it receives the affirmative votes of shareholders representing at least 65% of the total voting shares of all attending shareholders, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
  - a. Type and total number of shares of each class;
  - b. Changes in business lines and sectors;
  - c. Changes in the company's management structure;
  - d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial report of the company;
  - e. Reorganization or dissolution of the company;
  - f. Extension of the company's operational duration;
  - g. Other matters stipulated by the Company's Charter.
2. Other resolutions are approved if they receive affirmative votes from shareholders holding more than 50% of the total voting shares of all attending shareholders, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are valid and effective immediately, even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter y.

**Article 17. Announcement of Vote Counting Results**

The Vote Counting Committee will review, summarize, and report the results of each matter to the Chairman. The vote counting results will be announced by the Chairman/the Vote Counting Board before the meeting is adjourned.

**Article 18. Method of Objecting to Resolutions of the General Meeting of Shareholders**

1. Shareholders who voted against a resolution regarding the reorganization of the company or changes in shareholder rights and obligations as stipulated in the Company's Charter have the right to request the company to buy back their shares. The request must be made in writing, clearly stating the shareholder's name, address, the number of shares of each class, the proposed selling price, and the reason for requesting the company to repurchase the shares. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on these matters.
2. The company must repurchase the shares upon the shareholder's request as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles specified in the Company's Charter within 90 days from the date of receiving the request. If the parties cannot agree on the price, they may request an appraisal organization to determine the price. The company will

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introduce at least three appraisal organizations for the shareholder to choose from, and the chosen organization's decision will be final.

3. Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the vote-counting minutes of the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of this Law has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:
  - a. The procedures for convening the meeting and making decisions at the General Meeting of Shareholders seriously violate the provisions of this Law and the Company's Charter, except as stipulated in Clause 2, Article 152 of this Law;
  - b. The content of the resolution violates the law or the Company's Charter.

**Article 19. Preparation of the Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and a foreign language version may also be prepared. The minutes must include the following key contents:
  - c. Name, registered address of the head office, and enterprise code;
  - d. Date, time, and location of the General Meeting of Shareholders;
  - e. Meeting agenda and content;
  - f. Full names of the Chairman and Secretary;
  - g. Summary of the meeting proceedings and statements of shareholders on each matter discussed in the agenda;
  - h. Number of shareholders and total voting shares of the shareholders attending the meeting, including an appendix with the list of registered shareholders and their respective number of shares and votes;
  - i. Total number of votes for each voting matter, specifying the voting method, number of valid and invalid votes, number of approval votes, disapproval votes, and abstentions, along with the corresponding percentage of the total voting shares of attending shareholders;
  - j. Summary of election results for each candidate (if applicable);
  - k. Matters approved and the respective voting percentages;
  - l. Full names and signatures of the Chairperson and Secretary. If the Chairperson or Secretary refuses to sign the minutes, the minutes remain valid if signed by all other attending members of BOD and include all required content. The minutes must state that the Chairperson or Secretary refused to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The Chairperson and Secretary of the meeting or any other signatories of the minutes are jointly responsible for the accuracy and truthfulness of the minutes' contents.
3. The minutes prepared in both Vietnamese and a foreign language have equal legal validity. In the event of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

**Article 20. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders**

The resolutions, minutes of the General Meeting of Shareholders, the appendix containing the list of registered shareholders, proxy authorization documents for attendance, all annexed documents (if any),

and related materials accompanying the meeting invitation must be retained at the Company's headquarters..

The resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with legal regulations on information disclosure in the securities marketn.

## **II. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY MEANS OF WRITTEN CONSULTATION**

### **Article 21. Cases Where Shareholders can be consulted in Writing**

The following items can be approved through written shareholder consultation:

- a. Amendments and additions to the contents of the Company's charter;
- b. Development orientation of the company;
- c. Types of shares and the total number of each type of shares;
- d. Election, dismissal, or removal of members of BOD and BOS;
- e. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the company's latest financial statements;
- f. Approval of the annual financial statements;
- g. Reorganization or dissolution of the company;
- h. Change of business lines and operational fields;
- i. Change in the organizational management structure of the compan;
- j. Approval, amendment, and supplementation of the Company's internal governance regulations, BOD's operational regulations, and BOS's operational regulations;
- k. Other matters deemed necessary for the benefit of the Company.

### **Article 22. Procedures for the General Meeting of Shareholders to Pass Resolutions by Means of Written Consultation**

1. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date g.
2. The BOD must prepare the consultation collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the consultation collection forms. The requirements and method of sending the consultation collection form and accompanying documents shall be implemented following Clause 3, Article 18 of the Company's Charter.
3. Regulations on the Consultation Collection Form
  - a. The consultation collection form must include the following key contents:
    - Name, registered address of the head office, and enterprise code;
    - Purpose of the consultation;
    - Full name, contact address, nationality, and identification document number of an individual shareholder; or name, enterprise code, or identification document number, and registered address of

an institutional shareholder; or full name, contact address, nationality, and identification document number of the representative of an institutional shareholder;

- Voting options including approval, disapproval, and Absence for each consulted issue;
  - Election options (if any);
  - Deadline for returning the completed consultation collection form to the Company;
  - Full name and signature of the Chairman of BOD.
- b. Shareholders may submit their completed consultation forms to the Company by mail, fax, or email under the following provisions:
- If sent by mail, the completed consultation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. The form must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;
  - If sent by fax or email, the consultation form must remain confidential until the time of vote counting;
  - Consultation collection forms submitted to the Company after the deadline specified in the consultation form, or those opened in the case of mail submissions or disclosed in the case of fax or email submissions, shall be considered invalid. Forms not submitted shall be considered as non-participation in voting

#### 4. Vote Counting and Preparation of Vote Counting Minutes

The BOD shall conduct vote counting and prepare the vote counting minutes under the supervision of the BOS or shareholders who do not hold management positions in the Company. The vote counting minutes must include the following key contents:

- Name, registered address of the head office, and enterprise code;
- Purpose and issues subject to consultation for passing resolutions;
- Number of shareholders and total voting rights/ballots participating in the vote, distinguishing valid and invalid votes, and the method of submission, along with an appendix listing participating shareholders;
- Total number of votes in favor, against, and abstaining on each issue, and total votes for each candidate (if applicable);
- Approved matters and corresponding voting percentages;
- Full name and signature of the Chairman of the BOD, vote counter, and vote counting supervisor. Members of the BOD, vote counters, and vote counting supervisors shall be jointly responsible for the accuracy and integrity of the vote counting minutes. They shall also bear joint liability for any damages arising from resolutions passed due to dishonest or inaccurate vote counting..

#### 5. Resolution and Vote Counting Minutes

- a. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the date of vote counting completion. Alternatively, they may be published on the Company's website within 24 hours from the completion of vote counting.
- b. Resolutions passed through written consultation of shareholders have the same legal effect as resolutions passed at a General Meeting of Shareholders.

#### 6. Document Retention:

The completed consultation collection forms, vote counting minutes, approved resolutions, and related documents attached to the consultation form must be stored at the Company's head office.

7. Request for Annulment of a Resolution Passed Through Written Consultation of Shareholders

Within 90 days from the date of receipt of the resolution, the General Meeting of Shareholders' minutes, or the vote counting minutes of the consultation collection process, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- a. The process of convening the meeting and making decisions by the General Meeting of Shareholders seriously violates the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter..
- b. The content of the resolution violates the law or the Company's Charter.

**III. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS CONDUCTED VIA ONLINE CONFERENCE**

**Article 23. Notice of Convening an Online General Meeting of Shareholders**

The notice of convening an online General Meeting of Shareholders shall comply with Article 6 of these Regulation.

**Note:** Voting/Election ballots do not need to be attached to the meeting invitation.

**Article 24. Registration for Participation in the Online General Meeting of Shareholders**

The method of registration for participation in the online General Meeting of Shareholders before the opening date of the meeting shall be clearly stated in the notice of the meeting and includes the following:

1. Conditions for Participation:

- The participant's name must be included in the list of shareholders eligible to attend the General Meeting of Shareholders, as determined by the Company's notice on shareholder rights.
- Authorized representatives must meet the conditions for participation as prescribed by law and the Company's Charter.

2. Technical Requirements:

Participants must have an electronic device connected to the internet (e.g., computer, tablet, mobile phone, or any other internet-connected electronic device).

3. Recognition of Attendance at the Online General Meeting of Shareholders:

A participant is recognized as attending the online General Meeting of Shareholders when they log into the electronic voting system using the credentials provided as stipulated in Article 26 of these Regulations and successfully cast a vote on any issue listed in the agenda of the online General Meeting of Shareholders.

**Article 25. Provision of Login Information and Electronic Voting Procedures**

1. The access link to the electronic voting system, username, password, and any additional authentication factors (if applicable) for participating in the online General Meeting of Shareholders will be provided in the meeting invitation (or through another method as determined by the BOD. Participants must maintain the confidentiality of their username, password, and any other

authentication factors to ensure that only they have the right to vote in the electronic voting system. They shall bear full responsibility for the information they have registered.

2. If a participant requests reissuance of login credentials, the Organizing Committee of the General Meeting may notify the participant through direct communication or via email/phone. The reissuance of login information via email or phone shall only be conducted based on shareholder information from the list of shareholders entitled to vote, as prepared by the Vietnam Securities Depository according to the Company's notice on shareholder rights.
3. Participants shall use their assigned login credentials, passwords, or other authentication factors (if applicable) to access the electronic voting system and cast their votes according to the agenda of the online General Meeting of Shareholders.

**Article 26. Authorization for Representative Participation in the Online General Meeting of Shareholder**

1. Shareholders shall authorize representatives in accordance with Clause 2, Article 8 of these Regulations.
2. Key Regulations on Online Authorization:

Shareholders must provide complete and accurate information for the online authorization process, particularly details of the authorized representative, including phone number, contact address, and email address. These details are essential for issuing login credentials, passwords, and other authentication factors (if applicable) for the authorized representative.

Validity of Online Authorization: Authorization shall be legally effective only if the following conditions are met:

- The shareholder completes the online authorization form with all required details.
- The authorization document, printed from the online authorization form, contains full signatures, clearly printed names, and, in the case of organizations, an official stamp from both the authorizing and authorized parties.
- The Company receives the original authorization document before the official opening of the General Meeting.

Cancellation of Online Authorization: Shareholders who have authorized a representative online may submit a formal written request to cancel the authorization before the official opening of the General Meeting. Note that the cancellation shall take effect from the time the Company receives the official cancellation request.

Invalidation of Authorization Cancellation if the authorized representative has already cast a vote on any agenda item of the General Meeting, the cancellation request shall be deemed ineffective.

**Article 27. Conditions for Conducting the Meeting**

The conditions for conducting the General Meeting shall comply with the provisions of Article 9 of these Regulations.

**Article 28. Discussion at the Online General Meeting of Shareholders**

a. Principles:

- Discussion shall take place within the allocated timeframe and shall be limited to matters listed in the meeting agenda;
- Only authorized participants (Delegates) are allowed to engage in discussions;

- Delegates wishing to express opinions must register their discussion topics in accordance with the specific procedures stipulated in the meeting's working regulations;
- The Secretariat shall arrange the discussion topics in the order of registration and submit them to the Chairman for review.

b. Response to Delegates' Questions:

- Based on the discussion topics raised by Delegates, the Chairman or an appointed member shall provide responses;
- If time constraints prevent answering all questions during the General Meeting, the Company will address the remaining questions afterward.

**Article 29. Form of Resolution Approval at the Online General Meeting of Shareholders**

The General Meeting of Shareholders shall approve resolutions within its authority through electronic voting.

**Article 30. Online Voting Procedures**

a. Voting Method:

- Delegates shall select one of three voting options—Approve, Disapprove, or Abstain—for each matter presented for voting at the General Meeting, as configured in the electronic voting system.
- Delegates must confirm their votes for the system to record the results..

b. Election Voting:

- Election by Cumulative Method: If the Company's Charter does not specify otherwise, the election of BOD and BOS members shall be conducted using the cumulative voting method.
- Election by Voting Method (if applicable): To be conducted in accordance with the voting procedures outlined in Clause a of this Article.

c. Additional Rules for Online Voting:

- If a Delegate does not cast votes on all agenda items, the unvoted items shall be considered as the Delegate choosing not to vote on those matters..
- If new matters arise outside the distributed agenda, Delegates may vote on these additional items. If no vote is cast on such matters, it shall be considered as the Delegate not participating in the vote.
- Delegates may modify their votes (but cannot cancel their votes and election vote), including voting results, additional elections and issues arising outside the General Meeting. The system shall record only the final vote submitted before the electronic voting deadline, as defined in the working regulations of the General Meeting
- In case the Delegate conducts number-based voting: An invalid ballot is a ballot where the total votes allocated to candidates differ (either greater or smaller) from the total votes the Delegate is entitled to at the time of the election vote count.
- The electronic voting period is specifically stipulated in the working regulations of the General Meeting. Delegates can access the electronic voting system and cast their votes 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system will no longer record any additional electronic voting results from Delegates.

**Article 31. Method of Online Vote Counting**

When a Delegate conducts voting/election, the number of votes cast will be recorded in the system based on the principles of votes in favor, votes against, and abstentions.

**Article 32. Announcement of Vote Counting Result**

Based on the vote counting record as stipulated in Article 32 of this Regulation, the Vote Counting Committee will check, summarize, and report the voting results of each issue on the agenda to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the meeting adjourns.

**Article 33. Preparation of the General Meeting of Shareholders Minute**

- To be carried out according to the provisions of Article 19 of this Regulation.
- The location recorded in the minutes of the online General Meeting of Shareholders is the place where the Chairman of the Meeting is present to conduct the General Meeting. This location must be within the territory of Vietnam.
- The method of approving the minutes of the General Meeting of Shareholders shall be specifically stipulated in the Company's working regulations at the General Meeting.

**Article 34. Publication of Resolutions and Meeting Minutes of the General Meeting of Shareholder**

To be carried out according to the provisions of Article 20 of this Regulation.

**IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS HELD IN A HYBRID FORMAT (IN-PERSON & ONLINE)**

**Article 35. Notice of Convocation of the General Meeting of Shareholders**

To be carried out according to the provisions of Article 6 of this Regulation.

**Article 36. Authorization for Representatives to Attend the General Meeting of Shareholders**

To be carried out according to the provisions of Clause 1, Article 8 and Article 25 of this Regulation.

**Article 37. Authorization for Representatives to Attend the General Meeting of Shareholders**

To be carried out according to the provisions of Clause 2, Article 8 and Article 27 of this Regulation.

**Article 38. Conditions for Conducting the Meeting**

To be carried out according to the provisions of Article 9 of this Regulation.

**Article 39. Form of Approval for Resolutions of the General Meeting of Shareholders**

To be carried out according to the provisions of Article 10 and Article 30 of this Regulation.

**Article 40. Voting Method**

To be carried out according to the provisions of Article 13, Article 14, and Article 31 of this Regulation.

**Article 41. Vote Counting Method**

To be carried out according to the provisions of Article 15 and Article 32 of this Regulation.

**Article 42. Announcement of Vote Counting Results**



To be carried out according to the provisions of Article 17 and Article 33 of this Regulation.

**Article 43. Preparation of the General Meeting of Shareholders Minutes**

To be carried out according to the provisions of Article 19 and Article 34 of this Regulation.

**Article 44. Publication of Resolutions and Meeting Minutes of the General Meeting of Shareholders**

To be carried out according to the provisions of Article 20 of this Regulation.

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## CHAPTER 3 – BOARD OF DIRECTORS

### Section 1. General Provisions

#### Article 45. Roles, Rights, and Obligations of the BOD

The BOD must fully comply with its responsibilities and obligations as prescribed by the Law on Enterprises and the Company's Charter. In addition, the BOD has the following responsibilities and obligations:

1. Be accountable to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders related to the company;
3. Ensure that the company's operations comply with legal regulations, the Charter, and internal company regulations;
4. Develop the BOD's Operational Regulations, submit them to the General Meeting of Shareholders for approval, and disclose them on the company's website in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
5. Supervise and prevent conflicts of interest among BOD members, BOS members, the General Director, and other managers, including the misuse of company assets and abuse of related-party transactions;
6. Develop internal corporate governance regulations and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
7. Appoint the Corporate Governance Officer;
8. Organize training and capacity-building programs on corporate governance and essential skills for BOD members, the General Director, and other company executives;
9. Report on the BOD's activities at the General Meeting of Shareholders in accordance with prevailing legal regulations;
10. Report on corporate governance at the Annual General Meeting of Shareholders and disclose this information in the company's Annual Report as per the securities laws on information disclosure;
11. Exercise other rights and fulfill other obligations as stipulated in the Company's Charter and internal corporate governance regulations.

#### Article 46. Roles, Rights, and Obligations of the BOD

1. Members of the BOD are entitled to all rights stipulated by the Securities Law, relevant legal regulations, the Company's Charter, and internal corporate governance regulations. These rights include access to information and documents regarding the company's financial status and business operations, as well as those of its subsidiaries.
2. Members of the BOD have obligations as prescribed in the Company's Charter and the following specific duties:
  - a. Perform their duties honestly and prudently in the best interests of shareholders and the company;

- b. Attend all Board meetings and provide opinions on matters discussed;
- c. Promptly and fully report to the BOD any remuneration received from subsidiaries, affiliated companies, and other organizations;
- d. Report to the BOD at the nearest meeting regarding transactions between the company, its subsidiaries, or any company in which the public company holds more than 50% of charter capital, and the BOD member or their related persons. This also includes transactions between the company and any company where the BOD member has been a founding member or an executive within the past three years prior to the transaction date;
- e. Disclose information when conducting transactions involving the company's shares in accordance with legal regulations.

## **Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of BOD Members**

### **Article 47. Number, Term, and Structure of the BOD**

1. The BOD shall consist of 09 members.
2. The term of office for each BOD member shall not exceed 05 years and may be re-elected for an unlimited number of terms. In cases where all BOD members' terms expire simultaneously, they shall continue to serve until new members are elected and take over their responsibilities.
3. Structure of the BOD:
  - a. The company's BOD must ensure that at least one-third (1/3) of its total members are non-executive directors. The company shall minimize the number of BOD members concurrently holding executive positions to maintain the BOD's independence.
  - b. A BOD member shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
  - c. The appointment of BOD members must be disclosed in accordance with information disclosure regulations in the securities market.
  - d. BOD members are not required to be shareholders of the company.

### **Article 48. Standards and Requirements for BOD**

1. BOD members must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.
2. The Chairman of the BOD shall not concurrently hold the position of General Director.
3. A BOD member of the company may simultaneously serve as a BOD member in no more than five (05) other companies.

### **Article 49. Nomination and Self-nomination for the BOD**

Shareholders holding common shares have the right to accumulate voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20% may nominate up to two (02) candidates; from 20% to less than 30% may nominate up to three (03) candidates; from 30% to less than 40% may nominate up to four (04) candidates; from 40% to less than 50% may nominate up to five (05) candidates; from 50% to less than 60% may nominate up to six (06) candidates; from 60% to less than 70% may nominate up to seven (07) candidates; from 70% to less

than 80% may nominate up to eight (08) candidates; and from 80% or more may nominate up to nine (09) candidates.

1. In cases where the number of BOD candidates nominated and self-nominated remains insufficient, the incumbent BOD shall introduce additional candidates or organize the nomination process in accordance with the BOD's Operational Regulations. Any additional candidates introduced by the incumbent BOD must be publicly disclosed before the General Meeting of Shareholders votes to elect BOD members, as required by law.

**Article 50. Method of Electing Members of the BOD**

1. The election of members of the BOD shall be conducted by the cumulative voting method, whereby each shareholder has a total number of voting rights equivalent to the total number of shares owned multiplied by the number of Board members to be elected. The shareholder may allocate all or part of their total votes to one or multiple candidates. The elected members of the BOD shall be determined based on the highest number of votes, starting from the candidate with the most votes until the number of members specified in the company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the final Board seat, a re-election shall be conducted among those candidates, or selection shall be made based on criteria stipulated in the election regulations or the company's Charter.
2. If the number of candidates is less than or equal to the number of Board members to be elected, the election may be conducted either by the cumulative voting method as mentioned above or by a voting method (approval, disapproval, or abstention). The approval ratio for this voting method shall be implemented in accordance with Clause 2, Article 21 of the company's Charter.

**Article 51. Cases of Dismissal, Removal, Replacement, and Supplementation of BOD Member**

1. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:
  - a. The member no longer meets the qualifications and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. The member submits a resignation letter, which is approved;
  - c. Other cases as stipulated in the company's Charter.
2. The General Meeting of Shareholders shall remove a member of the BOD in the following cases:
  - a. The member fails to participate in Board activities for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as stipulated in the company's Charter.
3. If deemed necessary, the General Meeting of Shareholders shall decide to replace members of the BOD or dismiss and remove Board members beyond the cases specified in Clauses 1 and 2 of this Article.
4. The BOD must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
  - a. The number of Board members is reduced by more than one-third (1/3) of the number stipulated in the company's Charter. In this case, the BOD must convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

- b. The number of independent Board members falls below the ratio prescribed in point b, Clause 1, Article 137 of the Law on Enterprises;
- c. Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

**Article 52. Notification of Election, Dismissal, and Removal of BOD Members**

After a decision on the election, dismissal, or removal of a member of the BOD is made, the company is responsible for disclosing such information internally and to relevant authorities, as well as publishing it through mass media and on the company's website in accordance with the procedures and regulations of applicable laws.

**Article 53. Method of Nominating Candidates for the BOD**

If candidates for the BOD have been identified, the company must disclose relevant information about these candidates at least 10 days before the opening of the General Meeting of Shareholders on the company's website. This ensures that shareholders have the opportunity to review the candidates before voting. Each candidate must provide a written commitment regarding the accuracy and truthfulness of their disclosed personal information and must pledge to perform their duties with honesty, diligence, and in the best interests of the company if elected as a Board member. The information to be disclosed about the candidates includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions held (including Board positions in other companies);
- e. Interests related to the company and its affiliated entities;
- f. Other relevant information (if any) as stipulated in the company's Charter.

The company is also responsible for disclosing information regarding other companies where the candidate currently holds a Board member position, other managerial roles, and any relevant interests connected to the company (if applicable).

**Article 54. Election, Removal, and Dismissal of the Chairperson of the BOD**

1. The Chairperson of the BOD shall be elected, removed, or dismissed by the BOD from among its members.
2. The Chairperson of the BOD shall not concurrently hold the position of General Director.
3. The Chairperson of the BOD shall have the following rights and duties:
  - a. Develop the operational programs and plans of the BOD;
  - b. Prepare the agenda, contents, and materials for meetings; convene, preside over, and chair meetings of the BOD;;
  - c. Prepare the agenda, contents, and materials for meetings; convene, preside over, and chair meetings of the BOD;;
  - d. Supervise the implementation of resolutions and decisions of the BOD;
  - e. Chair the General Meeting of Shareholders;
  - f. Exercise other rights and perform other duties as prescribed by the Law on Enterprises and the company's Charter.

4. In the event that the Chairperson of the BOD resigns, is removed, or is dismissed, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or the effective date of removal or dismissal.
5. If the Chairperson of the BOD is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson. If no authorization is made or in cases where the Chairperson passes away, goes missing, is detained, serves a prison sentence, is subject to administrative measures at a compulsory rehabilitation or education center, absconds from their residence, is restricted or loses legal capacity, faces difficulties in perception or behavior control, or is prohibited by the court from holding positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves as the acting Chairperson based on the majority vote until a new decision is issued by the BOD.

### **Section 3 – Remuneration, Salaries, Bonuses, and Other Benefits of Board Members**

#### **Article 55. Remuneration, Bonuses, and Other Benefits of BOD Members**

1. The Company has the right to pay remuneration and bonuses to BOD members based on business performance and efficiency.
2. BOD members are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a BOD member and the remuneration per day. The BOD estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the BOD are determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each BOD member is recorded as an operating expense of the Company in accordance with corporate income tax laws. It is presented as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A BOD member holding an executive position, working in BOD subcommittees, or performing tasks beyond the usual scope of a BOD member may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the BOD.
5. BOD members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as BOD members, including expenses incurred for attending meetings of the General Meeting of Shareholders, the BOD, or its subcommittees.
6. BOD members may be covered by the Company's liability insurance upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law and the Company's Charter.

### **Section 4 – Regulations on the Order and Procedures for Organizing BOD Meetings**

#### **Article 56. Minimum Number of Meetings per Month/Quarter/Year**

1. The Chairperson of the BOD shall be elected at the first meeting of the Board within seven (07) working days from the date of completion of the Board election. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting percentage. In the event that multiple members receive the highest and equal number of votes or voting percentage, the members shall elect one among them by majority vote to convene the Board meeting.
2. The BOD shall meet at least once per quarter and may convene extraordinary meetings as necessary.

**Article 57. Cases Requiring the Convening of an Extraordinary Board Meeting**

1. The Chairperson of the BOD shall convene a Board meeting in the following cases:
  - a. Upon request by the BOS or an independent Board member;
  - b. Upon request by the General Director or at least five (05) other managers;
  - c. Upon request by at least two (02) Board members;
  - d. Other cases as stipulated in the company's Charter.
2. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the BOD.
3. The Chairperson of the BOD must convene a Board meeting within seven (07) working days from the date of receiving the request as specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be held responsible for any damages caused to the company. In such a case, the requester has the right to convene the Board meeting in place of the Chairperson.

**Article 58. Notice of The BOD Meetings and the Right of BOS Members to Attend**

1. The Chairperson of the BOD or the person convening the Board meeting must send a meeting notice no later than five (05) working days before the meeting date. The notice must specify the time, location, agenda, matters for discussion, and decisions to be made. It must also include meeting materials and voting ballots for Board members.

The notice may be sent via an invitation letter, telephone, fax, electronic means, or other methods as stipulated in the company's Charter, ensuring that it reaches the registered contact address of each Board member.
2. The Chairperson of the BOD or the person convening the meeting must send the meeting notice and accompanying documents to the members of the BOS in the same manner as to the Board members. Members of the BOS have the right to attend Board meetings and participate in discussions but do not have voting rights

**Article 59. Conditions for Holding a Board Meeting**

A Board meeting shall be conducted when at least three-fourths (3/4) of the total members are present. If the first meeting does not meet this quorum requirement, a second meeting shall be convened within seven (07) days from the date of the initially scheduled meeting. In this case, the meeting shall proceed if more than half of the total Board members are present.

**Article 60. Voting Procedures**

1. A Board member shall be considered as attending and voting at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in this Article;
  - c. Attending and voting via online meetings, electronic voting, or other electronic means;
  - d. Sending voting ballots to the meeting via mail, fax, or email;
  - e. Sending voting ballots through other means as stipulated in the company's Charter.
2. In the case of sending voting ballots via mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairperson of the BOD no later than one (01) hour before the meeting starts. The ballots shall only be opened in the presence of all attendees at the meeting.
3. Voting

- a. Except as stipulated in point (b) of this clause, each Board member or authorized representative as per Clause 1 of this Article shall have one (01) vote at the Board meeting;
  - b. A Board member shall not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the company's interests. Such members shall not be counted toward the quorum required to hold the Board meeting concerning decisions in which they have no voting rights;
  - c. According to point (d), Clause 11, Article 30 of the company's Charter, if a dispute arises during the meeting regarding a Board member's interest or voting rights and the member does not voluntarily abstain from voting, the decision of the chairperson shall be final, except when the nature or extent of the interest has not been fully disclosed;
  - d. A Board member benefiting from a contract as stipulated in points (a) and (b), Clause 6, Article 43 of the company's Charter shall be deemed to have a significant interest in that contract;
  - e. Supervisors shall have the right to attend Board meetings and participate in discussions but shall not have voting rights.
4. A Board member who directly or indirectly benefits from a contract or transaction that has been executed or is planned to be executed with the company and is aware of their interest therein must disclose such interest at the first Board meeting discussing the contract or transaction. If the Board member was unaware of their interest or that of their related persons at the time the contract or transaction was executed, they must disclose such interest at the first Board meeting held after they become aware of their interest in the contract or transaction.
  5. The BOD may collect written opinions from its members to pass a Board Resolution on matters within its authority as stipulated in Clause 2, Article 27 of the company's Charter.
  6. Nghị quyết theo hình thức lấy ý kiến bằng văn bản được thông qua trên cơ sở ý kiến tán thành của đa số thành viên HĐQT có quyền biểu quyết. Nghị quyết này có hiệu lực và giá trị như nghị quyết được thông qua tại cuộc họp A resolution adopted through written voting shall be approved based on the majority of Board members with voting rights. This resolution shall have the same validity and effect as one passed at a Board meetingp.
  7. The BOD' meetings may be conducted via online conferencing when all or some Board members are in different locations, provided that each participating member is able to:
    - a. Hear every other Board member speaking during the meeting;Speak to all other attending members simultaneously. Discussions among members may take place directly via telephone, other communication means, or a combination of these methods. Any Board member participating in such a meeting shall be deemed "present" at the meeting. The meeting location shall be where the majority of Board members are present or where the Chairperson is located.

Decisions made during a legally conducted teleconference meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed through signed minutes by all participating Board members.
  8. The Chairperson of the BOD is responsible for sending the meeting minutes to all Board members. These minutes serve as official proof of the matters discussed unless objections to the content are raised within ten (10) days from the date of dispatch. The Board meeting minutes shall be prepared in Vietnamese and may also be drafted in English. The minutes must bear the signatures of the Chairperson and the meeting secretary.

**Article 61. Methods of Passing Resolutions of the BOD**



Resolutions and decisions of the BOD shall be adopted if approved by the majority of attending members; in case of an equal number of votes, the final decision shall be determined based on the opinion of the Chairperson of the BOD.

**Article 62. Authorization for Another Person to Attend the Meeting on Behalf of a Member of the BOD**

Members must attend all meetings of the BOD. A member may authorize another person to attend and vote at the meeting if approved by the majority of the BOD.

**Article 63. Preparation of Minutes of BOD' Meetings**

Meetings of the BOD must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following key contents:

- a. Name, address of the headquarters, and enterprise code;
- b. Time and venue of the meeting;
- c. Purpose, agenda, and contents of the meeting;
- d. Full names of each attending member or authorized representative and the method of attendance; full names of members who did not attend and reasons for their absence;
- e. Matters discussed and voted on at the meeting;
- f. Summary of opinions expressed by each attending member in the order of discussion at the meeting;
- g. Voting results, clearly stating the number of members who agreed, disagreed, or had Absence;
- h. Issues adopted and the corresponding voting ratio;
- i. Full names and signatures of the chairperson and the minute taker, except in cases stipulated in Article 65 of this Regulation.

The minutes of the BOD' meetings and related documents must be kept at the company's headquarters.

Biên bản lập bằng tiếng Việt và bằng tiếng nước ngoài có hiệu lực pháp lý như nhau. Trường hợp có sự khác nhau về nội dung giữa biên bản bằng tiếng Việt và bằng tiếng nước ngoài thì nội dung trong biên bản bằng tiếng Việt được áp dụng. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

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

The minutes of the BOD' meetings and related documents must be kept at the company's headquarters.

**Article 64. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of the BOD' Meeting**

If the Chairperson or the minute taker refuses to sign the meeting minutes, but all other attending members of the BOD sign and the minutes contain all required contents as stipulated in points a, b, c, d, e, f, g, h and i of Article 64 of this Regulation, the minutes shall remain valid.

**Article 65. Notification of Resolutions and Decisions of the Board of Director**

**The Internal Regulations Corporate Governance of Phu My Water Supply Joint Stock Company**

After issuing a Resolution/Decision of the BOD, the Company is responsible for disseminating the information internally and to relevant authorities, as well as publicly disclosing it through mass media and on the Company's website in accordance with applicable regulations.

**Section 5 - Subcommittees Under the BOD**

**Article 66. Subcommittees Under the BOD**

1. The BOD (BOD) may establish subcommittees responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee shall be determined by the BOD, with a minimum of two (02) members, including BOD members and external members. Non-executive BOD members shall constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the BOD's decision. The activities of the subcommittees must comply with the BOD's regulations. A subcommittee's resolution shall only be valid if approved by the majority of members attending and voting at the subcommittee meeting.
2. The implementation of decisions by the BOD or its subcommittees must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

**Section 6 - Selection, Appointment, and Dismissal of the Corporate Governance Officer**

**Article 67. Qualifications of the Corporate Governance Officer**

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

**Article 68. Appointment of the Corporate Governance Officer**

The BOD of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises..

**Article 69. Dismissal of the Corporate Governance Officer**

1. The BOD may dismiss/remove the Corporate Governance Officer as necessary, provided that such action complies with the current labor laws.
2. The Corporate Governance Officer may also be dismissed by a resolution of the General Meeting of Shareholders.

**Article 70. Notification of Appointment or Dismissal of the Corporate Governance Officer**

Upon making a decision regarding the appointment or dismissal of the Corporate Governance Officer, the Company is responsible for disclosing this information internally and to relevant authorities, as well as publishing it on mass media and the Company's website in accordance with applicable laws.

**Article 71. Rights and Duties of the Corporate Governance Officer**

The Corporate Governance Officer has the following rights and duties:

- a. Advising the BOD on organizing the General Meeting of Shareholders in compliance with regulations and facilitating matters between the Company and shareholders;
- b. Preparing meetings of the BOD, BOS, and General Meeting of Shareholders as required by the BOD or the BOS;
- c. Providing guidance on meeting procedures;
- d. Attending meetings;
- e. Advising on the drafting of BOD resolutions in compliance with legal provisions;

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- f. Providing financial information, copies of BOD meeting minutes, and other relevant information to BOD members and BOS members;
- g. Monitoring and reporting to the BOD on the Company's information disclosure activities;
- h. Acting as the primary liaison with relevant stakeholders;
- i. Ensuring confidentiality of information in accordance with legal provisions and the Company's Charter;
- j. Performing other rights and duties as prescribed by law and the Company's Charter.

## CHAPTER 4 – THE BOARD OF SUPERVISORS

### Section 1. General Provisions

#### Article 72. Roles, Rights, and Duties of the BOS and Responsibilities of the BOS Members

1. BOS members have the rights stipulated by the Law on Enterprises, relevant laws, the Company's Charter, and the BOS's Operating Regulations, including the right to access information and documents related to the company's operations. Members of the BOD (BOD), the General Director, and other executives of the company are responsible for providing timely and complete information as requested by BOS members.
2. BOS members must comply with the provisions of the law, the Company's Charter, the BOS's Operating Regulations, and professional ethics in performing their assigned rights and duties.
3. The BOS has the rights and duties prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following additional rights and duties:
  - a. Propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the Company's financial statements; decide on the selection of an approved audit firm to inspect the Company's activities; and dismiss the approved auditor when deemed necessary.
  - b. Be accountable to shareholders for its supervisory activities.
  - c. Supervise the Company's financial situation and ensure compliance with laws in the activities of BOD members, the General Director, and other managers.
  - d. Ensure coordination with the BOD, the General Director, and shareholders.
  - e. In case of detecting any legal violations or breaches of the Company's Charter by BOD members, the General Director, or other executives, the BOS must notify the BOD in writing within 48 hours, require the violator to cease their actions, and propose remedial measures.
  - f. Develop the BOS's Operating Regulations and submit them to the General Meeting of Shareholders for approval. The Ministry of Finance provides guidance on a model BOS Operating Regulation for public companies to reference in drafting their own regulations.
  - g. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP.

### Section 2. Regulations on Term, Number, Composition, and Structure of BOS Members

#### Article 73. Number, Term, Composition, and Structure of BOS Members

1. The number of BOS members in the Company is three (03).
2. The term of office for an BOS member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
3. BOS members are not required to be shareholders of the Company.
4. The Head of the BOS shall be elected by the BOS from among its members; the election, dismissal, and removal shall be decided by the majority principle. The rights and obligations of the Head of the BOS shall be stipulated in the Company's Charter. The BOS must have more than half of its members residing in Vietnam. The Head of the BOS must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business activities unless the Company's Charter provides higher qualification requirements.

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5. In the event that the term of office of the BOS members expires while the new-term BOS members have not yet been elected, the outgoing BOS members shall continue to exercise their rights and duties until the newly elected BOS members assume office.

**Article 74. Tiêu chuẩn và điều kiện của thành viên BKS**

A BOS (BOS) member must meet the following standards and conditions:

- a. Must not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Must have received education in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other fields relevant to the company's business operations;
  - c. Must not have family relationships with any member of the BOD (BOD), General Director, Deputy General Director, or other managerial personnel;
  - d. Must not be a company manager and is not required to be a shareholder or an employee of the company;
  - e. Must not be employed in the company's accounting or finance department;
  - f. Must not have been a member or an employee of an independent auditing firm that audited the company's financial statements in the three (03) consecutive years preceding the appointment.
  - g. Must meet any other standards and conditions required by relevant laws and the Company's Charter.
1. In addition to the qualifications and conditions outlined in Clause 1 of this Article, an BOS member must also satisfy the conditions stipulated in Clause 2, Article 169 of the Law on Enterprises.
  2. The Head of the BOS must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other fields relevant to the company's business activities.

**Article 75. Nomination and Self-nomination for BOS Members**

1. The nomination and candidacy process for BOS members shall follow the provisions set forth in Clause 1, Article 24 of the Company's Charter. Shareholders holding voting shares have the right to combine their votes to nominate BOS candidates. Shareholders or groups of shareholders holding: from 5% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 40% may nominate up to two (02) candidates; and more than 40% may nominate the full number of candidates.
2. If the number of candidates nominated or self-nominated does not meet the required number, the incumbent BOS may nominate additional candidates or organize nominations in accordance with Clause 3, Article 50 of this Regulation. The additional candidates introduced by the incumbent BOS must be publicly disclosed before the General Meeting of Shareholders votes on the election of BOS members, as required by law.

**Article 76. Voting Procedures for Electing BOS Members**

1. The election of BOS members shall be conducted through cumulative voting, whereby each shareholder's total votes are calculated by multiplying the number of shares they own by the number of BOS members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates. The elected BOS members shall be those who receive the highest number of votes in descending order until the required number of members, as stipulated in the Company's Charter, is reached. If two or more candidates receive the same number of votes for the final BOS

seat, a re-election shall be conducted among those candidates, or the selection shall be based on criteria specified in the election regulations, the BOS's operational regulations, or the Company's Charter.

2. If the number of candidates is less than or equal to the number of BOS members to be elected, the election may be conducted through cumulative voting as described above or through a resolution vote (approve, disapprove, or abstain). The voting approval ratio shall be determined according to the provisions of the Company's Charter.

**Article 77. Dismissal and Removal of BOS Members**

1. The General Meeting of Shareholders (GMS) shall dismiss an BOS member in the following cases:
  - a. The member no longer meets the qualifications and conditions for serving on the BOS as stipulated in Article 169 of the Law on Enterprises;
  - b. The member submits a resignation letter that is approved;
  - c. Other cases as stipulated in the Company's Charter.
2. The GMS shall remove an BOS member in the following cases:
  - a. The member fails to fulfill their assigned tasks and responsibilities;
  - b. The member fails to perform their rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. The member repeatedly or seriously violates their obligations as stipulated in the Law on Enterprises and the Company's Charter;
  - d. Other cases as decided by the GMS.

**Article 78. Announcement of Election, Dismissal, and Removal of BOS Members**

After a decision is made regarding the election, dismissal, or removal of an BOS member, the Company must disclose the information internally and to relevant authorities. The announcement must also be made via public media and on the Company's website in accordance with the procedures and regulations of the applicable laws.

**Article 79. Salary and Other Benefits of BOS Members**

1. BOS members shall receive salaries, remuneration, bonuses, and other benefits as determined by the GMS. The GMS shall decide the total salary, remuneration, bonuses, other benefits, and the annual operating budget for the BOS;
2. BOS members shall be reimbursed for reasonable expenses related to accommodation, travel, and independent consulting services. The total remuneration and expenses must not exceed the BOS's annual operating budget as approved by the GMS unless otherwise decided by the GMS;
3. Salaries and operational expenses of the BOS shall be accounted for as the Company's business expenses in accordance with tax laws and other relevant legal regulations. These expenses must be presented as a separate item in the Company's annual financial statements.

## **CHAPTER 5 – GENERAL DIRECTOR**

### **Article 80. Role, Responsibilities, Rights, and Duties of the General Director**

1. The General Director is responsible for managing the Company's daily business operations, under the supervision of the BOD (BOD). The General Director is accountable to the BOD and to the law for the execution of assigned rights and duties.
2. The General Director has the following rights and duties:
  - a. Decide on matters related to the Company's daily business operations that do not fall under the authority of the BOD;
  - b. Implement resolutions and decisions of the BOD and the General Meeting of Shareholders (GMS), as well as execute the Company's business and investment plans as approved by the BOD and GMS;
  - c. Exercise the management rights and responsibilities assigned by the BOD;
  - d. Organize the execution of resolutions and decisions of the BOD;
  - e. Implement the Company's business plans and investment strategies;
  - f. Propose organizational structure plans and internal management regulations for the Company;
  - g. Appoint, dismiss, or remove management positions within the Company, except for positions under the authority of the BOD;
  - h. Determine salaries and other benefits for employees, including managers under the General Director's appointment authority;
  - i. Recruit employees;
  - j. Propose dividend distribution plans or business loss management strategies;
  - k. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions or decisions of the BOD.

### **Article 81. Term, Qualifications, and Conditions of the General Director**

The term of the General Director shall not exceed 5 years but may be reappointed for an unlimited number of terms.

The General Director or Deputy General Director must meet the following qualifications and conditions:

- a. Must not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a person having family relationships with the Company's management personnel, Supervisors, or those of the parent company; nor a representative of state capital or corporate capital at the Company or its parent company;
- c. Must possess professional qualifications and experience in business management related to the Company's operation.

### **Article 82. Nomination and Self-nomination for the Position of General Director**

The Board of Management and members of the BOD have the right to nominate candidates for the position of General Director, provided they meet the criteria and conditions specified in Article 81 of this Regulation. The nominations shall be submitted to the BOD for consideration when the Company has a need to appoint a General Director.

### **Article 83. Appointment, Dismissal, Contract Signing, and Termination of the General Director**

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The BOD shall appoint one of its members or hire another individual as the General Director.

The BOD may dismiss the General Director if a majority of voting BOD members at the meeting approve, and appoint a replacement.

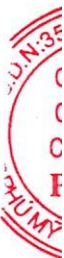
The BOD has the authority to sign and terminate contracts with the General Director and decide on the terms of the employment contract as stipulated in the Company's Charter.

**Article 84. Notification of Appointment, Dismissal, Contract Signing, and Termination of the General Director**

Upon making a decision to appoint, dismiss, or remove the General Director, the Company is responsible for publicly disclosing this information within the Company and notifying relevant authorities. Such information must also be published on mass media and the Company's website following the legal procedures and regulations in effect.

**Article 85. Salary and Other Benefits of the General Director**

1. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the BOD.
2. The salary of the General Director shall be accounted for as part of the Company's business expenses in accordance with corporate income tax laws. The salary must be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.



## CHAPTER 6 – OTHER ACTIVITIES

### Section 1 – Regulations on Coordination Between the BOD, the BOS, and the General Director

#### Mục 1 – Quy định về phối hợp hoạt động giữa HĐQT, BKS và Giám đốc

#### **Article 86. Procedures for Convening Meetings, Invitations, Minutes, and Notification of Meeting Results Between BOD, BOS, and the General Director**

The procedures for convening meetings, sending invitations, recording minutes, and notifying meeting results between the BOD, BOS, and the General Director shall follow the procedures for convening BOD meetings as stipulated in Section 4, Chapter 3 of this Regulation.

#### **Article 87. Notification of Resolutions/Decisions of the BOD to the BOS**

Resolutions, decisions, and minutes of BOD meetings, once issued, must be sent to the Supervisors at the same time and by the same method as those sent to BOD members.

#### **Article 88. Notification of Resolutions/Decisions of the BOD to the General Director**

BOD resolutions and decisions that relate to the responsibilities, powers, and obligations of the General Director must be sent to the General Director at the same time and by the same method as those sent to BOD members.

#### **Article 89. Cases Where the BOS and General Director May Request to Convene a BOD Meeting and Issues Requiring BOD Consultation**

##### 1. Cases Where a BOD Meeting May Be Requested

##### a. The BOS (BOS) may request to convene a BOD meeting in the following cases:

- When requested by shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.
- When Supervisors believe they are not being granted full access to information and documents related to the Company's activities, as required by law and the Company's Charter;
- When a violation of the law or the Company's Charter by a BOD member, the General Director, or other executives is detected, and after prior written notification to the BOD, the violator has not ceased the violation or taken remedial measures;

##### b. The General Director may request to convene a BOD meeting in the following cases:

- When the General Director believes that their rights under the Company's Charter are not being enforced;
- When a violation of the law or the Company's Charter by other executives is detected, and after prior written notification to the BOD, the violator has not ceased the violation or taken remedial measures;

##### 2. Issues Requiring BOD Consultation:

- a. Recommendations on organizational structure and internal management regulations of the Company;
- b. Proposals for measures to enhance the Company's operations and management;

- c. The General Director must prepare plans for BOD approval regarding employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary measures for employees and executives.
- d. The General Director must prepare plans for BOD approval regarding the Company's relationship with trade unions, ensuring compliance with best management practices, corporate governance policies outlined in the Company's Charter, internal regulations, and applicable laws.
- e. The audited financial statements (including the balance sheet, income statement, and cash flow statement) for each fiscal year, which must be submitted for BOD approval;
- f. Dividend distribution proposals or handling of business losses;
- g. The detailed business plan for the following financial year;
- h. Other matters deemed beneficial to the Company.

**Article 90. Reporting by the General Director to the BOD on the Execution of Assigned Responsibilities and Authorities**

1. Report on the implementation of BOD and General Meeting of Shareholders' resolutions, as well as the Company's approved business and investment plans;
2. Quarterly and annual reports on the Company's financial status and business performance;
3. Reports on organizational structure improvements, policies, and management practices;
4. Annual reports on the implementation of obligations related to the environment, community, and employees;
5. Reports on the execution of other delegated responsibilities from the BOD and General Meeting of Shareholders;
6. Additional reports as requested by the BOD.

**Article 91. Review of the General Director's Implementation of BOD Resolutions and Other Delegated Matters**

Based on the General Director's reports on the execution of assigned responsibilities and authorities (as per Article 80 of this Regulation), the BOD will conduct a review of the implementation of resolutions and other delegated matters.

**Article 92. Issues the General Director Must Report, Provide Information, and Methods of Notification to the BOD and BOS**

1. The General Director Must Report, Provide Information, and Methods of Notification to the BOD
  - a. Matters specified in Article 90 of this Regulation;
  - b. The General Director is required to notify the BOD of transactions between the Company, its subsidiaries, and other companies where the Company holds more than 50% of charter capital, if these transactions involve the General Director or related persons as prescribed by law.
  - c. Other matters requiring BOD consultation or reporting must be submitted at least seven (07) working days in advance, and the BOD will provide feedback within seven (07) working days.

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2. Issues the General Director Must Report, Provide Information, and Methods of Notification to the BOS
  - a. Reports submitted by the General Director to the BOD, as well as other company-issued documents, must be sent to the Supervisors at the same time and in the same manner as they are sent to BOD members.
  - b. The General Director and other company executives must fully, accurately, and promptly provide information and documents related to management, operations, and business activities of the Company upon request by the Supervisors or BOS.
  - c. The method of notification to the BOS shall be the same as that used for the BOD.

**Article 93. Coordination in Supervision, Management, and Oversight Activities Between BOD Members, Supervisors, and the General Director**

1. Coordination Between the BOS (BOS) and the BOD (BOD):

The BOS plays a supervisory, coordinating, advisory, and timely, accurate information-sharing role. Specifically:

- a. Regularly inform the BOD of operational results and consult with the BOD before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. During BOS meetings, the BOS has the right to request BOD members, the General Director, and representatives of an approved auditing organization to attend and clarify any issues that require explanation;
- c. Periodic or ad-hoc inspections conducted by the BOS must be documented in writing (no later than fifteen (15) days after completion) and sent to the BOD to support corporate governance. Depending on the severity and results of the inspection, the BOS must discuss and reach an agreement with the BOD and the General Director before reporting to the General Meeting of Shareholders. If there is no consensus, the dissenting opinions may be recorded in the meeting minutes, and the Chief Supervisor is responsible for presenting them to the nearest General Meeting of Shareholders;
- d. If the BOS detects violations of the law or the Company's Charter by BOD members, it must notify the BOD in writing within forty-eight (48) hours, requesting the violator to cease the violation and take corrective actions;
- e. Supervisors must inform the BOD about transactions between the Company, its subsidiaries, and other entities controlled by the Company with over 50% of charter capital, especially if involving related parties, as required by law;
- f. For recommendations related to the Company's operations and financial status, the BOS must submit a written request along with supporting documents at least fifteen (15) days before the expected response date;
- g. Recommendations to the BOD must be submitted at least seven (07) working days in advance, and the BOD will respond within seven (07) working days.

The BOD shall facilitate conditions for the BOS to exercise its rights and fulfill its obligations.

2. Coordination Between the BOS (BOS) and the General Director:

The BOS is responsible for inspection and supervision.

- a. During BOS meetings, the BOS has the right to request the General Director (along with BOD members and representatives of an approved auditing organization) to attend and clarify matters of concern to the Supervisors;
- b. Periodic or ad-hoc inspections conducted by the BOS must be documented in writing (no later than fifteen (15) days after completion) and sent to the General Director for reference in corporate management. Depending on the severity and results of the inspection, the BOS must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. If there is no consensus, the dissenting opinions may be recorded in the meeting minutes, and the Chief Supervisor is responsible for presenting them at the nearest General Meeting of Shareholders;
- c. Supervisors have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or storage locations;
- d. Requests from the BOS for information and documents related to corporate management, business operations, financial statements, and other reports must be submitted to the Company at least forty-eight (48) working hours before the expected response time. The BOS must not use undisclosed company information or share it with others for related transactions.
- e. The BOS's recommendations on modifications, improvements, and enhancements in organizational management, supervision, and business operations must be submitted to the General Director at least seven (07) working days before the expected response date.

The General Director shall facilitate the BOS in fulfilling its rights and responsibilities.

3. Coordination Between the General Director and the BOD (BOD): The General Director represents and manages the Company's operations, ensuring continuous and efficient business activities.
  - a. When proposing changes to the organizational structure or internal management regulations, the General Director must submit them to the BOD as soon as possible but no later than seven (07) days before a decision is required;
  - b. The General Director must prepare plans for the BOD's approval on matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary measures for employees and management personnel;
  - c. The General Director must prepare plans for the BOD's approval regarding the Company's relations with labor unions, ensuring compliance with best management practices, corporate regulations, and applicable legal provisions;
  - d. The General Director must notify the BOD of transactions between the Company, its subsidiaries, and other entities controlled by the Company with over 50% of charter capital, particularly if involving related parties, as required by law;
  - e. Other matters requiring BOD consultation, as stipulated in Clause 2, Article 97 of this Regulation, must be submitted at least seven (07) working days before the expected response date.

**Section 2 – Regulations on the Annual Evaluation of Reward and Disciplinary Actions for Members of the BOD, the BOS, the General Director, and Other Executives**

**Article 94. Regulations on the Evaluation of the Performance of Members of the BOD, BOS, the General Director, and Other Executives**

1. The BOD is responsible for establishing performance evaluation criteria for all subjects, including members of the BOD, the General Director, and other executives.
2. The performance evaluation criteria must strike a balance between the interests of the executives and the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation shall be prudently considered and determined by the BOD from time to time. Non-financial indicators may include aspects such as stakeholders' benefits, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on the assigned functions and responsibilities and the established evaluation criteria/achieved results, the BOD shall conduct an evaluation of the performance of its members.
4. The evaluation of Supervisors shall be conducted in accordance with the methods specified in the organizational structure and operational framework of the BOS.
5. The evaluation of other executives shall be carried out in accordance with internal regulations or based on self-assessment reports submitted by these executives.

**Article 95. Rewards**

1. The BOD is responsible for developing the reward policy. The reward process shall be implemented based on the performance evaluation results as stipulated in Article 94 of this Regulation.
2. Forms of rewards may include cash, shares (issuance of shares under an employee stock ownership plan), or other forms determined by the BOD. The reward plan shall be prepared by the General Director for approval by the BOD. In cases exceeding the BOD' authority, the plan shall be submitted to the General Meeting of Shareholders for approval.
3. The reward scheme for members of the BOD and Supervisors shall be determined by the General Meeting of Shareholders.
4. For executives: The reward fund shall be sourced from the Company's Welfare and Reward Fund and other lawful sources. The reward amount shall be based on the actual annual business performance. The General Director shall propose the reward plan for approval by the BOD. In cases exceeding the BOD' authority, the plan shall be submitted to the General Meeting of Shareholders for approval.

**Article 96. Disciplinary Actions**

1. The BOD is responsible for establishing disciplinary measures based on the nature and severity of violations. The highest form of disciplinary action shall be dismissal or removal from office.
2. Members of the BOD, Supervisors, and executives who fail to fulfill their duties with honesty, diligence, and prudence as required shall bear personal liability for any damages they cause.
3. Members of the BOD, Supervisors, and executives who violate legal regulations or the Company's regulations in the course of their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law

and the Company's Charter. In cases where damage is caused to the interests of the Company, shareholders, or other parties, they shall be liable for compensation as prescribed by law.

#### **CHAPTER 7 – AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS**

##### **Article 97. Amendments and Supplements to the Corporate Governance Regulations**

1. Any amendments or supplements to this Regulation must be reviewed and decided upon by the General Meeting of Shareholders of the Company.
2. In cases where legal provisions related to the Company's operations are not covered in this Regulation or where new legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply and govern the Company's operations.

#### **CHAPTER 8 – EFFECTIVE DATE**

##### **Article 98. Effective Date**

1. This Regulation consists of 08 Chapters and 98 Articles, which were unanimously approved by the General Meeting of Shareholders of Phu My Water Supply Joint Stock Company on March 14, 2025 and the full text of this Regulation was simultaneously adopted as effective.
2. This Regulation is the sole and official regulation of the Company.
3. Copies or extracts of the Corporate Governance Regulation must bear the signature of the Chairman of the BOD.

**ON BEHALF OF THE BOD**

**CHAIRMAN**



**NGUYỄN LƯƠNG ĐIỀN**

