



COMPARISON TABLE

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS AND DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
INTRODUCTION		
Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;	<p>- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p><u>- Pursuant to Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, Law on Public-Private Partnership Investment, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Consumption Tax and Law on Civil Judgment Enforcement;</u></p> <p><u>- Pursuant to the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025</u></p>	Supplement and update according to current legal regulations and annul expired legal bases.
Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;	Keep unchanged	
Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	<p>- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p><u>- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</u></p>	Supplement and update according to current legal regulations and annul expired legal bases.
Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities	Keep unchanged	

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Pursuant to the Charter on Organization and Operation of Nha Be Water Supply Joint Stock Company (hereinafter referred to as the "Company");	Pursuant to the Charter on Organization and Operation of Nha Be Water Supply Joint Stock Company (hereinafter referred to as the "Company");	Update according to the current Charter of Nha Be Water Supply Joint Stock Company
Resolution No. 01/NQ-CNNB-DHDCD dated April 21, 2022 of the 2022 Annual General Meeting of Shareholders of Nha Be Water Supply Joint Stock Company;	Resolution No. .../NQ-CNNB-DHDCD dated .../.../..... <i>of the Annual General Meeting of Shareholders of Nha Be Water Supply Joint Stock Company.</i>	Resolution of the General Meeting of Shareholders adopting the internal corporate governance regulations
The Board of Directors of Nha Be Water Supply Joint Stock Company issues the Operating Regulations of the Board of Directors of the Company (the "Regulations"), including the following contents:	Keep unchanged	
<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p style="text-align: center;">Article 1. Scope of regulation and subjects of application</p>		
1. Scope of regulation: The Operating Regulations of the Board of Directors provide for the personnel organizational structure, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors of the Company in order to operate in accordance with the Law on Enterprises, the Company's Charter and other relevant legal regulations	1. Keep unchanged	
2. Subjects of application: The Operating Regulations of the Board of Directors apply to the Board of Directors, members of the Board of Directors	2. Keep unchanged	
<p style="text-align: center;">Article 2. Operating principles of the Board of Directors</p>		
1. The Board of Directors works on the principle of collective leadership, individual in charge. Members of the Board of Directors are personally responsible for their work and jointly responsible before the General Meeting of Shareholders, before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.	1. Keep unchanged	
2. The Board of Directors assigns the Director to manage the daily business operations of the Company, implementing the resolutions and decisions of the Board of Directors.	2. Keep unchanged	

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<p style="text-align: center;">CHAPTER II</p> <p style="text-align: center;">MEMBERS OF THE BOARD OF DIRECTORS</p> <p style="text-align: center;">Article 3. Rights and obligations of members of the Board of Directors</p>		
<p>1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and of the units within the Company.</p>	<p>1. Keep unchanged</p>	
<p>2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following obligations:</p> <ul style="list-style-type: none"> a. Perform their duties honestly, carefully for the best interests of shareholders and the Company; b. Attend meetings of the Board of Directors, discuss and vote on matters within the meeting; c. Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations; d. Report to the Board of Directors at the nearest meeting the transactions between the Company, subsidiaries, other companies controlled by the Company with 50% or more of charter capital, and members of the Board of Directors and their related persons; transactions between the Company and companies in which members of the Board of Directors are founding members or enterprise managers within the last 03 years prior to the transaction time; e. Disclose information when conducting transactions of the Company's shares according to the provisions of law; f. Together with other members of the Board of Directors, manage the Company and perform other duties and powers according to the provisions of law and the Company's Charter; g. Review financial statements prepared by independent auditors, give opinions or request the Company's 	<p>2. Keep unchanged</p>	

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<p>executives and independent auditors to explain issues related to the reports.</p> <p>h. Implement resolutions and decisions of the General Meeting of Shareholders, Board of Directors.</p>		
<p>3. A member of the Board of Directors who is the Director, in addition to having the rights and obligations of a member of the Board of Directors, is also the legal representative of the Company, is the person with the highest authority to organize and direct the daily operations of the Company according to the best management practices, accountable to the Board of Directors, to the General Meeting of Shareholders and the law.</p>	<p>3. A member of the Board of Directors who is the Director, in addition to having the rights and obligations of a member of the Board of Directors, is also the legal representative of the Company, is the person with the highest authority to organize and direct the daily operations of the Company according to the best management practices, accountable to the Board of Directors, to the General Meeting of Shareholders <u>and personally responsible under the law for damages to the enterprise due to a breach of assigned responsibilities as prescribed in Clause 1, Article 13 of the Law on Enterprises</u></p>	<p>Supplemented according to Clause 4, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15</p>
<p>4. An independent member of the Company's Board of Directors must prepare an assessment report on the operation of the Board of Directors.</p>	<p>4. <u>Each</u> independent member of the Company's Board of Directors must prepare an assessment report on the operation of the Board of Directors</p>	<p>Supplemented according to Clause 80, Article 1 of Decree 245/2025/ND-CP dated September 11, 2025</p>
Article 4. Rights to be provided with information of members of the Board of Directors		
<p>1. Members of the Board of Directors have the right to request the Director, Deputy Directors, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and of units within the Company.</p>	<p>1. Keep unchanged</p>	
<p>2. The requested manager must promptly, fully and accurately provide information and documents according to the request of the member of the Board of Directors. The order and procedures for requesting and providing information are prescribed as follows:</p> <p>a. The member of the Board of Directors sends a written request to the Director to provide information, clearly stating: (i) documents, information to be provided and (ii) reason for requiring information provision. This document must be simultaneously sent to the Chairman of the Board of Directors and the Head of the Supervisory Board for information. The request for information must ensure the principle: The content of information requested for</p>	<p>2. Keep unchanged</p>	

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<p>provision falls within the scope of duties and powers of the Board of Directors according to the provisions of law and the Company's Charter.</p> <p>b. The member of the Board of Directors has an obligation to keep confidential information and only disclose it upon the request of competent State authorities or in mandatory cases according to the provisions of law</p>		
Article 5. Term of office and number of members of the Board of Directors		
1. The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons according to Article 6 of the Company's Charter.	1. Keep unchanged	
	<p>2. <u>The number of non-executive members of the Board of Directors of the Company must ensure the following regulations:</u></p> <p>a. <u>There is at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;</u></p> <p>b. <u>There are at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;</u></p> <p>c. <u>There are at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.</u></p>	Supplemented according to Clause 79, Article 1 of Decree 245/2025/ND-CP dated September 11, 2025
2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Company's Board of Directors for no more than 02 consecutive terms.	3. Keep unchanged	Adjust clause numbering due to the addition of Clause 2
3. In case the terms of all members of the Board of Directors end at the same time, those members shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.	4. Keep unchanged	
4. The number, rights, obligations, method of organization and coordination of activities of independent members of the Board of Directors are specified in the Company's Charter.	5. Keep unchanged	
Article 6. Standards and conditions for members of the Board of Directors		

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1. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 4, Article 25 of the Company's Charter.	1. Keep unchanged	
	2. <u><i>A member of the Board of Directors of the Company can only concurrently be a member of the Board of Directors or Members' Council at a maximum of 05 other companies</i></u>	Supplemented according to the provisions in Clause 78 of Decree 245/2025/ND-CP dated September 11, 2025
2. Independent members of the Board of Directors must meet the following standards and conditions: a. Not being a person currently working for the Company, the parent company, or a subsidiary of the Company; not being a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least 03 consecutive years prior to that. b. Not being a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations. c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company. d. Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company. e. Not being a person who has previously been a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to that, except for the case of being appointed for 02 consecutive terms.	3. Keep unchanged	Adjust clause numbering due to the addition of Clause 2
3. An independent member of the Board of Directors must notify the Board of Directors of no longer fully meeting the standards and conditions prescribed in Clause 2 of this Article and naturally is no longer an independent member of the Board of Directors	4. Keep unchanged	

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<p>from the date of no longer fully meeting the standards and conditions. The Board of Directors must notify the case of an independent member of the Board of Directors no longer fully meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a supplement or replace the independent member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors.</p>		
Article 7. Chairman of the Board of Directors		
<p>1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors among the members of the Board of Directors.</p>	<p>1. Keep unchanged</p>	
<p>2. The Chairman of the Board of Directors is elected by the members of the Board of Directors by direct secret ballot or open vote. In case the candidates for Chairman of the Board of Directors have equal votes, the candidate who owns or represents the ownership of a higher number of shares shall be elected.</p>	<p>2. Keep unchanged</p>	
<p>3. The Chairman of the Board of Directors of the Company cannot concurrently hold the position of Director of the Company.</p>	<p>3. Keep unchanged</p>	
<p>4. In addition to the rights and obligations prescribed in Article 29 of the Company's Charter, the Chairman of the Board of Directors also has the following rights and obligations:</p> <ul style="list-style-type: none"> a. Ensure that members of the Board of Directors receive sufficient, objective, accurate information and have sufficient time to discuss matters that the Board of Directors must consider. b. Regularly provide timely directives on the Company's activities, build good relationships between the Board of Directors and the Director of the Company; When necessary, the Chairman of the Board of Directors may convene a briefing meeting to gather information and urge the implementation of the tasks of the Board of Directors. c. Delegate authority and bear responsibility for their authorization. 	<p>4. In addition to the rights and obligations prescribed in <u>the Law on Enterprises</u>, Article 29 of the Company's Charter, the Chairman of the Board of Directors also has the following rights and obligations:</p> <ul style="list-style-type: none"> a. Keep unchanged b. Keep unchanged c. <u>Be authorized within their competence in accordance with the law, the Company's Charter, and this Regulation, and bear responsibility for their authorization.</u> d. Keep unchanged. e. Keep unchanged 	<ul style="list-style-type: none"> - Supplement "Law on Enterprises" - Specify the scope of authorization of the Chairman of the Board of Directors

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<p>d. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's activity reports, the audit reports, and the inspection reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.</p> <p>e. Perform other duties and powers according to the provisions of law.</p>		
<p>5. The Board of Directors may decide to appoint a Company Secretary who has the following rights and obligations:</p> <p>a. Support in organizing and convening meetings of the General Meeting of Shareholders, the Board of Directors; record meeting minutes.</p> <p>b. Support members of the Board of Directors in exercising their assigned rights and obligations.</p> <p>c. Support the Board of Directors in exercising its assigned rights and obligations;</p> <p>d. Support the Board of Directors in applying and implementing corporate governance principles.</p>	<p>5. The Board of Directors may decide to appoint a Company Secretary who has the following rights and obligations:</p> <p>a. Keep unchanged</p> <p>b. Keep unchanged</p> <p>c. Keep unchanged</p> <p>d. Keep unchanged</p>	
	<p>e. <u>Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders, complying with obligations on information provision, public disclosure of information, and administrative procedures</u></p>	<p>- Supplement in accordance with the Company's Charter</p> <p>- Adjust to add point e</p>
<p>e. Other rights and obligations prescribed by the Company's Charter.</p>	<p>f. Keep unchanged</p>	<p>Adjust to add point e</p>
<p>6.</p>	<p>6. <i>In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case no person is authorized or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification facility, compulsory educational institution, flees from their place of residence, is</i></p>	<p>- Supplement Clause 7 according to Clause 4, Article 156 of the Law on Enterprises 2020</p> <p>- Adjust clause numbering due to the addition of Clause 6, Article 7</p>

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	<i>restricted or loses civil act capacity, has difficulties in cognition, behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors based on the principle of the majority of the remaining members approving until a new decision of the Board of Directors is made.</i>	
Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors		
<p>1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</p> <ul style="list-style-type: none"> a. Not fully meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises. b. Submitting a resignation letter and having it accepted. c. Other cases prescribed in the Company's Charter. 	1. Keep unchanged	
<p>2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:</p> <ul style="list-style-type: none"> a. Not participating in the activities of the Board of Directors for six (06) consecutive months as prescribed in the Company's Charter, except in cases of force majeure. b. Other cases prescribed in the Company's Charter. 	2. Keep unchanged	
<p>3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors outside of the cases prescribed in Clause 1 and Clause 2 of this Article.</p>	3. Keep unchanged	
<p>4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect supplementary members to the Board of Directors in the following cases:</p> <ul style="list-style-type: none"> a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3). 	4. Keep unchanged	

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<p>b. The number of independent members of the Board of Directors decreases, not ensuring the ratio prescribed in point b, Clause 1, Article 137 of the Law on Enterprises.</p> <p>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 the members of the Board of Directors who have been dismissed or removed at the nearest meeting.</p>		
Article 9. Method of electing, dismissing, and removing members of the Board of Directors		
<p>1. The nomination and candidacy for members of the Board of Directors shall be implemented in accordance with the Company's Charter and the Operating Regulations of the Board of Directors.</p>	<p>1. The nomination and candidacy for members of the Board of Directors shall be implemented in accordance with the Company's Charter and the <u>Internal regulations on corporate governance</u></p>	<p>Adjust to "internal regulations on corporate governance" which provides details on the nomination and candidacy of members of the Board of Directors in Article 10 of the Internal regulations on corporate governance</p>
<p>2. The nomination of candidates for the Board of Directors is carried out as follows:</p> <p>a. Shareholders having the right to nominate candidates for the Board of Directors according to the Company's Charter who form a group to nominate persons to the Board of Directors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders.</p> <p>b. Based on the number of members of the Board of Directors, a shareholder or a group of shareholders specified in this clause has the right to nominate one or several persons as candidates for the Board of Directors according to the decision of the General Meeting of Shareholders. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of</p>	<p>2. Keep unchanged</p>	

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Shareholders, the remaining candidates shall be nominated by the Board of Directors.		
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Article 25 of the Company's Charter, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company's Charter and these Regulations. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.	3. Keep unchanged	
4. The voting to elect members of the Board of Directors and the method of determining the elected persons shall be implemented in accordance with the Company's Charter.	4. Keep unchanged	
5. The election, dismissal, and removal of members of the Board of Directors are decided by the General Meeting of Shareholders on the principle of voting.	5. Keep unchanged	
Article 10. Notice of election, dismissal, and removal of members of the Board of Directors		
1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. A candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing tasks honestly, carefully, and for the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes: <ul style="list-style-type: none"> a. Full name, date, month, year of birth. b. Professional qualifications. c. Working process. d. Other managerial titles (including titles in the Board of Directors of other companies). 	1. Keep unchanged	

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<p>e. Interests related to the Company and related parties of the Company.</p> <p>f. Other information (if any) as prescribed in the Company's Charter.</p> <p>g. A public company is responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other managerial titles, and interests related to the company of the candidate for the Board of Directors (if any).</p>		
<p>2. The election, dismissal, and removal of members of the Board of Directors must be notified in accordance with the provisions of the Company's Charter.</p>	<p>2. Keep unchanged</p>	
<p style="text-align: center;">CHAPTER III BOARD OF DIRECTORS Article 11. Rights and obligations of the Board of Directors</p>		
<p>1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide on all matters related to the purpose and exercise of rights and obligations of the Company, except for those matters within the authority of the General Meeting of Shareholders.</p>	<p>1. Keep unchanged</p>	
<p>2. The Board of Directors uses the apparatus, seal, and personnel of the Company to perform the corporate governance function. The Board of Directors may appoint a Company Secretary, professional departments, boards, teams, and the Company's apparatus are responsible for carrying out the requests of the Board of Directors. In addition, the Board of Directors may invite consultants, regular appraisals, or for specific tasks.</p>	<p>2. Keep unchanged</p>	
<p>3. In addition to the rights and obligations prescribed in the Company's Charter, the Board of Directors also has the following rights and obligations:</p> <p>a. Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders.</p>	<p>3. In addition to the rights and obligations prescribed in the <u>Law on Enterprises, Law on Securities</u>, the Company's Charter, the Board of Directors also has the following rights and obligations:</p> <p>a. Keep unchanged.</p>	<p>Supplement "Law on Enterprises, Law on Securities"</p>

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
b. Appoint authorized representatives to participate in the Members' Council or the Board of Directors in other companies, decide on the remuneration and other benefits of those persons.	b. Appoint authorized representatives to participate in the Members' Council or the Board of Directors in other companies, decide on the remuneration and other benefits of those persons <u>within the authority of the Board of Directors in accordance with the law and the Company's Charter.</u>	Determine the authority of the Board of Directors in accordance with the law and the Company's Charter
c. Resolve complaints of the Company against the Company's executives as well as decide to select the Company's representative to resolve issues related to legal procedures against such executives.	c. Keep unchanged.	
d. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, Director, and other managers of the Company;	d. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, Director, <u>Person in charge of corporate governance</u> , and other managers of the Company	Supplement "Person in charge of corporate governance" according to point a, Clause 81, Article 1 of Decree 245/2025/ND-CP dated September 11, 2025
e. Be responsible to shareholders for the Company's operations.	e. Keep unchanged	
f. Treat all shareholders equally and respect the interests of persons with interests related to the Company.	f. Keep unchanged	
g. Ensure the Company's operations comply with the provisions of law, the Charter, and internal regulations of the Company.	g. Keep unchanged	
h. Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the Director, and other managers, including the misuse of Company assets and abuse of related-party transactions.	h. Keep unchanged	
	i. <u>Appoint the Person in charge of corporate governance.</u>	- Supplement according to the provisions in Article 278 of Decree 155/2020/ND-CP and Circular 116/2020/TT-BTC, the Charter does not stipulate

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		- Adjust the point due to the addition of point i, Clause 3, Article 11
	j. <u>Implement dividend payment to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.</u>	- Supplement according to point b, Clause 81, Article 1 of Decree 245/2025/ND-CP dated September 11, 2025 - Adjust to add point j, Clause 3, Article 11
4. The Board of Directors adopts resolutions and decisions by voting at a meeting, collecting written opinions, or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote.	4. Keep unchanged	
5. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted to approve such resolution or decision must be jointly and severally personally liable for that resolution or decision and must compensate the Company for the damage; members who opposed the adoption of the aforementioned resolution or decision are exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.	5. Keep unchanged	
Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts		
1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded in the latest financial statements or another smaller percentage or value as prescribed in the Company's Charter between the Company and one of the following subjects: a. Members of the Board of Directors, Supervisors, Director, other managers and their related persons.	1. Keep unchanged	

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<ul style="list-style-type: none"> b. Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of the Company and their related persons. c. Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises. 		
<p>2. The representative of the Company signing the contract or transaction must notify the members of the Board of Directors, Supervisors about the related subjects to that contract or transaction and send attached the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company's Charter prescribes another time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.</p>	<p>2. Keep unchanged</p>	
Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders		
<p>1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the cases prescribed in Article 14 of the Company's Charter.</p>	<p>1. Keep unchanged</p>	
<p>2. The procedures and sequence for convening an extraordinary General Meeting of Shareholders shall be implemented in accordance with Article 14 of the Company's Charter.</p>	<p>2. Keep unchanged</p>	
<p>3. The convenor of the General Meeting of Shareholders is responsible for performing the tasks as prescribed in Article 18 of the Company's Charter and must resolve complaints related to the list of shareholders, if any.</p>	<p>3. Keep unchanged</p>	
Article 14. Subcommittees assisting the Board of Directors		
<p>1. The Board of Directors may establish subcommittees to assist or appoint independent members of the Board of Directors to be specifically in charge of each related issue as prescribed in Article 31 of the Company's Charter.</p>	<p>1. Keep unchanged</p>	
<p>2. The execution of decisions of the Board of Directors, or of subcommittees directly under the Board of Directors must comply with the current legal regulations and the provisions in the Company's Charter.</p>	<p>2. Keep unchanged</p>	

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
<p style="text-align: center;">CHAPTER IV MEETINGS OF THE BOARD OF DIRECTORS Article 15. Meetings of the Board of Directors</p>		
1. Meetings of the Board of Directors shall be conducted in accordance with the provisions in Article 30 of the Company's Charter and the Operating Regulations of the Board of Directors.	1. Keep unchanged.	
2. For periodic meetings, they will be held after the quarterly financial reports are available and within the prescribed time limit.	2. Keep unchanged	
3. Voting may be conducted by secret ballot, open voting at the meeting or by collecting written opinions. In case of collecting written opinions of members of the Board of Directors, the opinion collection dossier must be sent to all members of the Board of Directors and fully explain the issues related to the content of the opinion collection. The opinion ballot must clearly state "agree" or "disagree", and have a note section to add related contents and require a deadline for returning the opinion collection dossier.	3. Keep unchanged	
4. Regarding the participants of the meeting, in addition to the members of the Board of Directors, the Chairman of the Board of Directors may decide to expand the participants. The additionally invited participants have the right to speak but do not have the right to vote.	4. Keep unchanged	
5. Unless otherwise directed, the Director is responsible for preparing the contents to be submitted to the Board of Directors for consideration and decision at the relevant meeting, including but not limited to: a. Plans on establishment, separation, merger, dissolution of departments, divisions, teams, opening of branches, enterprises, representative offices of the Company inside and outside the country. b. Financial regulations, labor recruitment regulations, appointment of cadres, regulations on procurement of machinery, equipment, and technology.	5. Keep unchanged	

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
<ul style="list-style-type: none"> c. Organizational structure, payroll of the management and executive apparatus of the Company; annual personnel recruitment plan submitted to the Board of Directors for approval. d. Reports on production and business activities monthly, quarterly, six (06) months, annually of the Company. e. Investment projects and joint venture capital contributions according to decentralization, basic construction and fixed asset procurement plans, capital borrowing and capital mobilization plans within the decision-making authority of the Board of Directors. f. Unit price of salary, total annual wage fund of the Company. g. Appointment, dismissal, rewarding, and disciplining of other Executives of the Company (Deputy Directors, Chief Accountant of the Company). 		
Article 16. Minutes of meetings of the Board of Directors		
<ul style="list-style-type: none"> 1. Meetings of the Board of Directors must be minuted and may be recorded, recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in a foreign language, including the following main contents: <ul style="list-style-type: none"> a. Name, head office address, enterprise code. b. Time, venue of the meeting. c. Purpose, agenda, and contents of the meeting. d. Full name of each member attending the meeting or authorized person attending the meeting and the method of attending; full names of members not attending the meeting and reasons. e. Issues discussed and voted on at the meeting. f. Summary of opinions of each member attending the meeting according to the progress of the meeting. g. Voting results, clearly stating the members who agree, disagree, and abstain. 	<ul style="list-style-type: none"> 1. Keep unchanged 	


CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
<ul style="list-style-type: none"> h. Approved issues and corresponding voting passing ratio. i. Full names, signatures of the chair, members of the Board of Directors attending the meeting, and the minutes taker, except for the case prescribed in Clause 3 of this Article. 		
<p>2. The minutes of the Board of Directors meeting must be signed according to the provisions in point i, Clause 1 of this Article. The chair, the minutes taker, and those signing the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.</p>	<p>2. Keep unchanged</p>	
<p>3. In case the chair or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and fully have the contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 1 of this Article, this minutes shall take effect. The minutes clearly state that the chair, or the minutes taker refuses to sign the meeting minutes. The chair and the minutes taker are personally liable for damages caused to the Company due to refusing to sign the meeting minutes in accordance with the Company's Charter and relevant laws.</p>	<p>3. Keep unchanged</p>	
<p>4. Contents approved by the majority of the members attending the meeting in the minutes of the Board of Directors meeting must be made into an approved Resolution. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Company.</p>	<p>4. Keep unchanged</p>	
<p>5. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors, Supervisors, and that minutes serves as authentic evidence of the work carried out in such meetings unless there are objections to the content of the minutes within ten (10) days from the time of delivery.</p>	<p>5. Keep unchanged</p>	
<p>6. In case an additional version is made in a foreign language, the meeting minutes in Vietnamese and the foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.</p>	<p>6. Keep unchanged</p>	
CHAPTER V		

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
<p align="center">REPORTING AND DISCLOSURE OF INTERESTS</p> <p align="center">Article 17. Submission of annual reports</p>		
<p>1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> a. Report on business results of the Company. b. Financial statements. c. Evaluation report on the management and executive work of the Company. d. Appraisal report of the Supervisory Board. 	<p>1. Keep unchanged</p>	
<p>2. The reports prescribed in points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.</p>	<p>2. Keep unchanged</p>	
<p>3. The reports prescribed in Clauses 1, 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. A shareholder who owns shares of the Company continuously for at least one (01) year has the right to personally or together with a lawyer, accountant, auditor holding a practicing certificate directly examine the reports prescribed in this Article.</p>	<p>3. Keep unchanged</p>	
<p>4. The operation report of the Board of Directors submitted to the Annual General Meeting of Shareholders according to the provisions in point c, Clause 3, Article 139 of the Law on Enterprises, the Company's Charter, must ensure the following contents:</p> <ul style="list-style-type: none"> a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the provisions of Clause 3, Article 163 of the Law on Enterprises and the Company's Charter. b. Summary of meetings of the Board of Directors and decisions of the Board of Directors. 	<p>4. The operation report of the Board of Directors submitted to the Annual General Meeting of Shareholders according to the provisions in point c, Clause 3, Article 139 of the Law on Enterprises, the Company's Charter, must ensure the following contents:</p> <ul style="list-style-type: none"> a. Keep unchanged b. Keep unchanged c. Keep unchanged d. Operations of independent members of the Board of Directors and evaluation results of <u>each</u> independent member regarding the operation of the Board of Directors e. Keep unchanged 	<p>Amend "of each member" according to the provisions in Clause 82, Article 1 of Decree 245/ND-CP dated 11/9/2025</p>

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
<p>c. Report on transactions between the Company, subsidiaries, companies controlled by the Company with 50% or more of the charter capital, and members of the Board of Directors and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or enterprise manager within the last 03 years prior to the transaction time.</p> <p>d. Operations of independent members of the Board of Directors and evaluation results of independent members regarding the operation of the Board of Directors.</p> <p>e. Operations of other subcommittees under the Board of Directors (if any).</p> <p>f. Supervision results concerning the Director.</p> <p>g. Supervision results concerning other Executives.</p> <p>h. Plans for the future.</p>	<p>f. Keep unchanged</p> <p>g. Keep unchanged</p> <p>h. Keep unchanged</p>	
Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors		
<p>1. Members of the Board of Directors are paid remuneration, bonuses, and other benefits according to the provisions in the Company's Charter.</p>	<p>1. Keep unchanged</p>	
<p>2. The remuneration of each member of the Board of Directors is included in the business expenses of the Company according to the provisions of law on corporate income tax and must be reported according to regulations.</p>	<p>2. Keep unchanged</p>	
<p>3. Members of the Board of Directors may be covered by liability insurance purchased by the Company after receiving approval from the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.</p>	<p>3. Keep unchanged</p>	
	<p>4. <u>Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred when performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the</u></p>	<p>- Supplement according to the provisions in point b, Clause 2, Article 163 of the Law on Enterprises 2020</p>

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
	<u>General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.</u>	- Adjust clause numbering due to the addition of Clause 4, Article 18
Article 19. Disclosure of related interests		
<p>The disclosure of interests and related persons of the Company is carried out in accordance with the following regulations:</p> <p>1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:</p> <p>a. Name, enterprise code, head office address, business lines of the enterprise in which they own contributed capital or shares; ratio and time of owning that contributed capital or shares.</p> <p>b. Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly or separately own contributed capital or shares of over 10% of the charter capital.</p>	<p><u>If the Company's Charter does not have stricter regulations</u>, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following regulations:</p> <p>1. Keep unchanged</p>	Supplement "If the Company's Charter does not have stricter regulations"
<p>2. The declaration prescribed in Clause 1 of this Article must be carried out within seven (07) working days, from the date of arising the related interest; amendments and supplements must be notified to the Company within seven (07) working days, from the date of corresponding amendments or supplements.</p>	<p>2. Keep unchanged</p>	
<p>3. A member of the Board of Directors acting in their own name or in the name of another person to perform work in any form within the scope of the Company's business must explain the nature and content of that work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performing without declaring or without the approval of the Board of Directors, all income derived from such activities belongs to the Company.</p>	<p>3. Keep unchanged</p>	
<p align="center">CHAPTER VI</p> <p align="center">RELATIONSHIPS OF THE BOARD OF DIRECTORS</p> <p align="center">Article 20. Relationships among members of the Board of Directors</p>		
<p>1. The relationship among members of the Board of Directors is a cooperative relationship; members of the Board of Directors are</p>	<p>1. Keep unchanged</p>	

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
responsible for informing each other about related issues in the process of handling assigned tasks.		
2. During the process of handling work, the member of the Board of Directors assigned main responsibility must actively coordinate in handling if there are issues related to the areas in charge of other members of the Board of Directors. In case there are differences of opinion among members of the Board of Directors, the member with the main responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority or organize a meeting or collect opinions of the members of the Board of Directors in accordance with the law, the Company's Charter, and the Operating Regulations of the Board of Directors.	2. Keep unchanged	
3. In the event of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over work, records, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding that handover.	3. Keep unchanged	
Article 21. Relationship with the Executive Board		
In the management role, the Board of Directors issues resolutions for the Director and the Executive Board to implement. At the same time, the Board of Directors checks and supervises the implementation of these resolutions.	Keep unchanged	
Article 22. Relationship with the Supervisory Board		
1. The relationship between the Board of Directors and the Supervisory Board is a coordination relationship. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating and supporting each other in the process of performing duties.	1. Keep unchanged	
2. Upon receiving inspection minutes or general reports from the Supervisory Board, the Board of Directors is responsible for researching and directing related departments to develop plans and implement timely rectification.	2. Keep unchanged	
Article 23. Working conditions of the Board of Directors		

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
1. The Company's Office (Organization and Administration Department) is responsible for receiving and transferring all official documents and materials of the Board of Directors at the request of the Secretary of the Board of Directors.	1. Keep unchanged	
2. For resolutions, decisions, and official dispatches issued by the Board of Directors and assigned to the Company's Office to retain the original copy and promptly send copies to the members of the Executive Board of the Company for organization and implementation. The Company's Office is responsible for sending copies to members of the Board of Directors of materials related to state management, important executive decisions of the Director, and periodic reports of the Company (a copy of documents sent to members of the Board of Directors is retained at the Secretary of the Board of Directors of the Company).	2. Keep unchanged.	
3. If deemed necessary, members of the Board of Directors may directly work with departments, divisions, and subordinate units of the Company on related issues. When working, members of the Board of Directors may question, suggest discussions, request information and data but must respect and not violate the executive functions of the Director and other Executives. At the same time, notify the Director to resolve issues if discovered that fall under the executive responsibility of the Director.	3. Keep unchanged	
<p style="text-align: center;">CHAPTER VII IMPLEMENTATION PROVISIONS Article 24. Enforcement effectiveness</p>		
1. The Operating Regulations of the Board of Directors of Nha Be Water Supply Joint Stock Company include seven (07) Chapters, twenty-four (24) Articles, and are effective from April 21, 2022, and applied throughout Nha Be Water Supply Joint Stock Company.	1. The Operating Regulations of the Board of Directors of Nha Be Water Supply Joint Stock Company include seven (07) Chapters, twenty-four (24) Articles, and <u>are effective from ... month ... year and applied throughout Nha Be Water Supply Joint Stock Company</u>	Update and supplement the time of approval of the Regulations
2. Members of the Board of Directors, Executives, and related persons are responsible for implementing the Operating Regulations of the Board of Directors.	2. Keep unchanged	

CURRENT OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE BOARD OF DIRECTORS	BASIS/ REASON
3. All other regulations not specified in the Operating Regulations of the Board of Directors shall be applied according to the current Company's Charter and Law on Enterprises./.	3. Keep unchanged	

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS