

**BAC GIANG CLEAN WATER
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 245/CV-NSBG

Bac Ninh, April 29th, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: - The State Securities Commission
- Hanoi Stock Exchange

1. Name of Organization: Bac Giang Clean Water Joint Stock Company.
 - Stock code: BGW
 - Address: No. 386 Xuong Giang Street, Bac Giang Ward, Bac Ninh Province
 - Telephone: (02043) 855 757
 - E-mail: ctnsbacgiang@bacninh.gov.vn

2. Content of Disclosure:

Announcement on the Issuance of the Charter on Organization and Operation; Internal Corporate Governance Regulation; Regulation on the Operation of the Board of Directors; and Regulation on the Operation of the Supervisory Board.

Reason: On April 25th, 2026, Bac Giang Clean Water Joint Stock Company successfully held the 2026 Annual General Shareholders' Meeting, which approved the amendments and supplements to the Charter on Organization and Operation and the aforementioned regulations. Following such approval, on April 29th, 2026, the Chairman of the Board of Directors issued the Charter on Organization and Operation; Internal Corporate Governance Regulation; Regulation on the Operation of the Board of Directors. The Head of the Supervisory Board issued Regulation on the Operation of the Supervisory Board.

3. This information was published on the Company's website on April 29th, 2026, at the following link:

<https://bacgiangwsc.com.vn/category/quan-he-co-dong/thong-tin-co-dong/>

We hereby certify that the information disclosed above is true and we take full legal responsibility for the content of the published information./.

Recipients:

- As addressed above;
- Archived: Administration Office./.

*** Attached Documents:**

- Charter on Organization and Operation;
- Internal Corporate Governance Regulation;
- Regulation on the Operation of the Board of Directors;
- Regulation on the Operation of the Supervisory Board.

**LEGAL REPRESENTATIVE
CHAIRMAN OF BOD**



Huong Xuan Cong

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness



CHARTER
FOR ORGANIZATION AND OPERATION OF
BAC GIANG CLEAN WATER JOINT STOCK
COMPANY

Bac Ninh, 2026



TABLE OF CONTENTS
CHAPTER I
GENERAL PROVISIONS

- Article 1. Interpretation of Terms
- Article 2. Name, Form, Head Office, Branches, Representative Offices and Operating Term of the Company
- Article 3. Legal Representative of the Company
- Article 4. Political and Socio-Political Organizations.

CHAPTER II
OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE
COMPANY

- Article 5. Business Objectives of the Company
- Article 6. Business Scope and Operations of the Company

CHAPTER III
CHARTER CAPITAL – SHARES – SHARE CERTIFICATES

- Article 7. Charter Capital
- Article 8. Shares
- Article 9. Share Certificates
- Article 10. Other Securities Certificates
- Article 11. Transfer of Shares
- Article 12. Recall of Shares

CHAPTER IV
ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

- Article 13. Organizational Structure, Governance and Supervision

CHAPTER V
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

- Article 14. Rights of Shareholders
- Article 15. Obligations of Shareholders
- Article 16. General Meeting of Shareholders
- Article 17. Rights and Duties of the General Meeting of Shareholders
- Article 18. Authorized Representatives
- Article 19. Amendment of Rights
- Article 20. Convening, Agenda and Notice of the General Meeting of Shareholders
- Article 21. Conditions for Conducting the General Meeting of Shareholders
- Article 22. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders
- Article 23. Adoption of Resolutions of the General Meeting of Shareholders
- Article 24. Authority and Procedures for Seeking Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders
- Article 25. Minutes of the General Meeting of Shareholders

Article 26. Request to Annul Resolutions of the General Meeting of Shareholders

CHAPTER VI

BOARD OF DIRECTORS

Article 27. Nomination and Candidacy of Members of the Board of Directors

Article 28. Composition and Term of Office of Members of the Board of Directors

Article 29. Powers and Obligations of the Board of Directors

Article 30. Remuneration, Salary and Other Benefits of Members of the Board of Directors

Article 31. Chairman of the Board of Directors

Article 32. Meetings of the Board of Directors

Article 33. Sub-committees of the Board of Directors

Article 34. Person in Charge of Corporate Governance

CHAPTER VII

DIRECTOR AND OTHER EXECUTIVES

Article 35. Management Apparatus

Article 36. Enterprise Executives

Article 37. Appointment, Dismissal, Duties and Powers of the Director

CHAPTER VIII

SUPERVISORY BOARD

Article 38. Nomination and Candidacy of Supervisors

Article 39. Supervisors

Article 40. Supervisory Board

CHAPTER IX

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR AND OTHER EXECUTIVES

Article 41. Duty of Care

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

Article 43. Liability for Damage and Compensation

CHAPTER X

LABOR AND TRADE UNION

Article 44. Labor and Trade Union

CHAPTER XI

ACCOUNTING, FINANCE AND AUDIT REGIME

Article 45. Bank Accounts

Article 46. Financial Year

Article 47. Accounting Regime

Article 48. Profit Distribution

Article 49. Dividend Payment

Article 50. Audit

Article 51. Right to Inspect Books and Records

CHAPTER XII

REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 52. Annual, Six-Month and Quarterly Financial Statements

Article 53. Annual Report

Article 54. Annual Reporting Submission

Article 55. Information Disclosure

CHAPTER XIII

SEAL, OPERATING TERM, DISPUTES

Article 56. Seal

Article 57. Termination of Operations

Article 58. Extension of Operations

Article 59. Liquidation

Article 60. Settlement of Internal Disputes

CHAPTER XIV

SUPPLEMENTATION, AMENDMENT OF THE CHARTER, EFFECTIVE DATE

Article 61. Amendment of the Charter

Article 62. Effective Date

PREAMBLE

The 4th amended and supplemented Charter of Bac Giang Clean Water Joint Stock Company was approved at the 2026 Annual General Meeting of Shareholders on April 25th, 2026.

The legal basis for formulation of the Charter includes: Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15; Law on Securities No. 54/2019/QH14 dated November 26th, 2019, as amended and supplemented by Law No. 56/2024/QH15; Law on Management and Use of State Capital Invested in Enterprises No. 68/2025/QH15 dated June 14th, 2025; Decree No. 155/2020/ND-CP dated December 31st, 2020, as amended and supplemented by Decree No. 245/2025/ND-CP and Decree No. 366/2025/ND-CP dated December 31st, 2025; and the guiding instruments, as amended, supplemented or replaced from time to time, currently in force.

The appendices to this Charter and the documents amending this Charter form an inseparable part of the Charter. This Charter and duly adopted resolutions of the General Meeting of Shareholders and the Board of Directors, insofar as they are validly adopted in accordance with applicable law, constitute the binding rules governing the Company's business operations.

The provisions of the State legal system and this Charter shall govern the entire operation of the Company.

CHAPTER I GENERAL PROVISIONS

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:

1.1. "Charter Capital" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and prescribed in Article 8 of this Charter;

1.2. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and the instruments amending, supplementing or replacing it from time to time;

1.3. "Law on Securities" means Law on Securities No. 54/2019/QH14 dated November 29, 2019, and the instruments amending, supplementing or replacing it from time to time;

1.4. "Date of establishment" means the date on which the Company is first granted the Enterprise Registration Certificate;

1.5. "Enterprise executive" means the Director, Deputy Director, Chief Accountant and other executives;

1.6. "Related person" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities; specifically, individuals or organizations related to one another in the following cases:

a) An enterprise and its internal person; a public fund, a public securities investment company and the internal person of such public fund or public securities investment company;

b) An enterprise and an organization or individual owning more than 10% of the voting shares or capital contribution of such enterprise;

c) An organization or individual which, in relation to another organization or individual, directly or indirectly controls or is controlled by such organization or individual, or is subject to common control together with such organization or individual;

d) An individual and his biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law;

dd) A securities investment fund management company and the securities investment funds, securities investment companies managed by such fund management company;

e) A contractual relationship in which one organization or individual acts as the representative of another organization or individual;

g) Other organizations or individuals that are related persons under the Law on Enterprises.

1.7. "Major shareholder" means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities: a shareholder directly or indirectly owning 5% (five percent) or more of the voting shares of the issuer.

1.8. "Operating term" means the Company's operating period prescribed in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders by resolution;

1.9. "Vietnam" means the The Socialist Republic of Vietnam;

1.10. "Non-executive member of the Board of Directors" (hereinafter referred to as a non-executive member) means a member of the Board of Directors who is not the Director, Deputy Director or Chief Accountant of the Company.

1.11. "Independent member of the Board of Directors" (hereinafter referred to as an independent member) means a member prescribed in Clause 2, Article 155 of the Law on Enterprises. Specifically, an independent member of the Board of Directors must satisfy the following standards and conditions:

a) Not being a person currently working for the company, its parent company or subsidiary; not having worked for the company, its parent company or subsidiary for at least the preceding 03 years;

b) Not being a person currently receiving salary or remuneration from the company, except for allowances that a member of the Board of Directors is entitled to under 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 younger sibling is a major shareholder of the company; or a manager of the company or its subsidiary;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

đ) Not being a person who has served as a member of the Board of Directors or the Supervisory Board of the company for at least the preceding 05 years, except in the case of being appointed for 02 consecutive terms.

1.12. The owner's representative agency is the People's Committee of Bac Ninh Province.

1.13. The state capital representative means an individual authorized in writing by the owner's representative agency to exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in Bac Giang Clean Water Joint Stock Company.

1.14. State capital in an enterprise means the value of the state capital portion determined according to the ratio of shares held by the State in the total equity capital of the enterprise.

2. In this Charter, references to one or more provisions or legal instruments shall include amendments thereto or replacement instruments.

3. Headings (chapters and articles of this Charter) are used for convenience in understanding the contents and shall not affect the contents of this Charter.

4. Terms or expressions defined in the Law on Enterprises and the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

Article 2. Name, form, head office, branches, representative offices and operating term of the Company

1. Name.

1.1. Company name in Vietnamese:

BAC GIANG CLEAN WATER JOINT STOCK COMPANY

1.2. Abbreviated Vietnamese name: BAC GIANG CLEAN WATER COMPANY

1.3. Company name in English:

BAC GIANG CLEAN WATER JOINT STOCK COMPANY

2. Form: The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

3. Head office address: No. 386, Xuong Giang Street, Bac Giang Ward, Bac Ninh Province.

- Tel: (0204) 3.855.757

- Fax: (0204) 3.554. 717

- Email: capnuocbg@gmail.com

- Website: bacgiangwsc.com.vn

Relocation of the head office to another location (if any) shall be decided by the General Meeting of Shareholders.

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the resolution of the General Meeting of Shareholders and within the limits permitted by law.

5. Bac Giang Clean Water Joint Stock Company is a public company under the provisions of the Law on Securities.

6. Unless the Company terminates its operations before the expiry of the term pursuant to Clause 2, Article 55 or extends its operations pursuant to Article 56 of this Charter, the operating term of the Company shall commence from the date of establishment and shall be 50 years.

Article 3. Legal representative of the Company

The legal representative of the Company is the Chairman of the Company's Board of Directors.

Article 4. Political and socio-political organizations

1. Political and socio-political organizations in the Company shall operate within the framework of the Constitution, the law and their own charters, in accordance with the law.
2. The Company respects and creates conditions for employees to establish and participate in the activities of the organizations specified in Clause 1 of this Article.

CHAPTER II

OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 5. Business objectives of the Company

1. The Company's business objectives are as follows:
 - 1.1. The Company is established for investment, production and business operations.
 - 1.2. To mobilize and use capital efficiently in production and business activities in order to maximize profits, increase dividends for shareholders, create jobs and income for employees, contribute to the State budget, and develop the Company increasingly stronger.
2. The Company's business lines and trades include:

No.	Business line	Code
1	Wholesale of other construction materials and installation supplies Details: Trading in water supply and drainage materials and equipment	4663
2	Architecture and related technical consultancy Details: Consulting on project preparation, design, appraisal and construction supervision of water supply and drainage works	7110
3	Road freight transport	4933
4	Water collection, treatment and supply	3600 (Principal)
5	Construction of residential buildings	4101
6	Technical testing and analysis Details: - Water quality testing Inspection of cold water meters	7120
7	Installation of water supply, drainage, heating and air-	4322

	conditioning systems Details: Installation of water supply and drainage systems	
8	Construction of non-residential buildings	4102
9	Construction of water supply and drainage works	4222
10	Construction of telecommunications and communication works	4223
11	Construction of other public utility works	4229
12	Construction of hydraulic works	4291
13	Construction of other civil engineering works	4299
14	Demolition	4311
15	Site preparation	4312
16	Manufacture of non-alcoholic beverages and mineral water Details: Production of bottled mineral water and purified water	1104
17	Other manufacturing n.e.c Details: Production of Aluminium sulfate for clean water treatment	3290
18	Construction of electricity works	4221
19	Road construction	4212

Article 6. Business scope and operations of the Company

The Company is permitted to plan and conduct all business activities in accordance with the Company's business lines announced on the National Enterprise Registration Portal and this Charter, in compliance with current law, and to take appropriate measures to achieve the Company's objectives.

The Company may conduct business activities in other lines and trades not prohibited by law and approved by the General Meeting of Shareholders.

CHAPTER III CHARTER CAPITAL – SHARES – SHARE CERTIFICATES

Article 7. Charter capital

1. The Charter capital shall be contributed in Vietnamese Dong (VND), foreign currency or in kind and accounted for in a unified unit of Vietnamese Dong (VND).

As of the date of approval of this Charter, the Company's Charter capital is: VND 181,494,460,000.

(One hundred eighty-one billion, four hundred ninety-four million, four hundred sixty thousand dong)

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with law.
3. The Charter capital may not be used to pay dividends, distribute or dissipate assets to shareholders in any form except where the General Meeting of Shareholders decides to amend the Company's Charter, reduce the scale of production and business, or where the Company's assets are distributed upon dissolution or bankruptcy in accordance with law.

Article 8. Shares

1. Shares: The Charter capital is divided into equal parts called shares.
2. As of the date of approval of this Charter, the Company's Charter capital is divided into 18,149,446 shares. Each share has a par value of VND 10,000.
3. The Company's shares as of the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are provided in Articles 14 and 15 of this Charter.
4. The Company may issue other classes of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with law.
5. Ordinary shares must be offered first to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided upon by the Company's Board of Directors. The Board of Directors may distribute such shares to other persons under conditions and methods deemed appropriate by the Board of Directors, but may not sell such shares on more favorable conditions than those offered to existing shareholders, except where the shares are sold through the Stock Exchange by auction or otherwise decided by the General Meeting of Shareholders.
6. The Company may repurchase shares already issued by the Company in the manner prescribed in this Charter and current law. Shares repurchased by the Company shall be treasury shares and may be offered for sale by the Board of Directors in a manner consistent with the Law on Securities, relevant guiding documents and this Charter.
7. The Company may issue other securities when approved by the General Meeting of Shareholders and in compliance with law.

Article 9. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.
2. A share certificate is a certificate issued by the company, a book-entry record or electronic data confirming ownership of one or more shares of that company.

Share certificates must contain all contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 working days (or such other time limit as provided in the issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, or within 15 days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, the owner of the shares shall be issued a share certificate. Shareholders are not required to pay the Company any cost for printing the share certificate.

4. Where a share certificate is lost, destroyed or damaged, the owner of such shares may request the issuance of a new share certificate, provided that proof of share ownership is given and all related costs are paid to the Company. The shareholder's request must include the following contents:

- a) Information about the share certificate that has been lost, damaged or otherwise destroyed;
- b) A commitment to bear responsibility for disputes arising from the reissuance of the new share certificate.

Article 10. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

Article 11. Transfer of shares

All shares are freely transferable, except where otherwise provided by this Charter and law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with securities and securities market law.

Shares that have not been fully paid for may not be transferred and may not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, the right to purchase newly offered shares, and other rights and benefits as prescribed by law.

Preferentially purchased shares under a commitment to work long term at the Company are subject to transfer restrictions. Any transfer must be approved by the Board of Directors. Preferentially purchased shares under the work commitment shall be converted into ordinary shares after the commitment period expires.

Shares purchased by employees at a preferential price according to years of service in the State sector must be held and may not be transferred within 03 years from the date of payment for the preferential shares.

Article 12. Recall of shares

1. Where a shareholder fails to pay in full and on time the amount payable for purchasing shares, the Board of Directors shall notify and shall have the right to request such shareholder to pay the remaining amount together with interest on such amount and all expenses arising from the failure to make full payment causing damage to the Company.
2. The above payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must state that if payment is not made as requested, the unpaid shares shall be recalled.
3. The Board of Directors shall have the right to recall the shares not fully and timely paid in case the requirements in the above notice are not fulfilled.
4. Recalled shares shall be deemed to be the shares permitted to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution under terms and methods deemed appropriate by the Board of Directors.
5. A shareholder holding recalled shares must forfeit shareholder status with respect to those shares, but must still pay [relevant amounts] and accrued interest at the rate (not exceeding 12% per year), and shall bear responsibility corresponding to the total par value of the shares registered for purchase with respect to the Company's financial obligations arising at the time of recall, as decided by the Board of Directors, from the date of recall until the date of payment. The Board of Directors shall have full discretion to enforce payment of the full value of the shares at the time of recall.
6. The recall notice shall be sent to the holder of the recalled shares before the recall date. The recall shall remain effective even in the event of errors or negligence in sending the notice.

CHAPTER IV

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 13. Organizational structure, governance and supervision

The Company's management, governance and supervision structure shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Director.

CHAPTER V

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 14. Rights of shareholders

1. Shareholders are the owners of the Company and have corresponding rights and obligations in proportion to the number and class of shares they own. Shareholders are liable only for the debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary shareholders shall have the following rights:

2.1. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the meeting of the General Meeting of Shareholders or through an authorized representative or by remote voting;

2.2. To receive dividends at the rate decided by the General Meeting of Shareholders;

2.3. To freely transfer fully paid shares in accordance with this Charter and current law;

2.4. To have the pre-emptive right to purchase newly offered shares in proportion to the ratio of ordinary shares they own;

2.5. To examine, access and obtain extracts of information relating to shareholders and request correction of inaccurate information;

2.6. To access information on the list of shareholders entitled to attend the General Meeting of Shareholders;

2.7. To examine, access, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

2.8. In case the Company is dissolved or bankrupt, to receive a remaining portion of assets corresponding to the ownership ratio of shares in the Company after the Company has paid all debts (including debt obligations to the State, taxes, fees) and paid shareholders holding other classes of shares of the Company in accordance with law;

2.9. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

2.10. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits upon its holder. Where the Company has preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

2.11. To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;

2.12. To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

2.13. Other rights in accordance with law and this Charter.

3. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

3.1. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Articles 115 and 140 of the Law on Enterprises;

3.2. To inspect and receive copies or extracts of the list of shareholders entitled to attend and vote at the meeting of the General Meeting of Shareholders;

3.3. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing; it must contain full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification of individual shareholders; name, enterprise code or decision on establishment, head office address of organizational shareholders; number of shares and date of registration of shares of each shareholder, total number of shares of the shareholder group and ownership ratio in the total shares of the Company; the matter to be inspected and the purpose of the inspection;

3.4. Other rights in accordance with law and this Charter.

4. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate persons for the Board of Directors and the Supervisory Board. The nomination of persons for the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons for the Board of Directors and the Supervisory Board must notify the attending shareholders of their group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. Where the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 15. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To comply with the Company Charter and the Company's internal regulations; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

- 2.1. To attend and vote directly at the meeting;
- 2.2. To authorize another person to attend and vote at the meeting;
- 2.3. To attend and vote through online meetings, electronic voting or other electronic forms;
- 2.4. To send voting ballots to the meeting by mail, fax or email.
3. To pay for shares registered for purchase in accordance with regulations.
4. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and the related interested person in the Company must jointly and severally be liable for the debts and other property obligations of the Company within the value of the withdrawn shares and for any damages arising.
5. To provide an accurate address upon registration to purchase shares.
6. To keep confidential the information provided by the Company in accordance with the Company Charter and law; to use the information provided only for the purpose of exercising and protecting their lawful rights and interests; disclosure, copying or sending of information provided by the Company to other organizations or individuals is strictly prohibited.
7. To fulfill other obligations in accordance with current law.
8. To bear personal responsibility when acting on behalf of the Company in any form to carry out any of the following acts:
 - 8.1. Violating the law;
 - 8.2. Carrying out business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - 8.3. Paying overdue debts in advance in the face of financial risks to the Company.

Article 16. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent body of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The General Meeting of Shareholders must be held annually within four (04) months from the end of the financial year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with law and the Company Charter, especially approving the annual financial statements and the estimates for the next financial year. Where the audit report on the Company's annual financial statements contains material exceptions, the Company must invite representatives of the approved auditing organization performing the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and

such approved auditing organization's representatives shall have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

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

3.1. The Board of Directors deems it necessary in the interests of the Company;

3.2. Quarterly, six (06) month, or audited annual financial statements reflect that equity capital has been reduced by one-half (1/2) compared with the opening balance;

3.3. The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared with the number prescribed in this Charter;

3.4. A shareholder or group of shareholders specified in Clause 3, Article 14 of this Charter requests the convening of a General Meeting of Shareholders in the case prescribed in Clause 3, Article 115 of the Law on Enterprises; the request must be made in writing and must include the following contents: full name, contact address, nationality, number of the citizen identity document of the individual shareholder, or name, enterprise code or legal document number, head office address of the organizational shareholder; number of shares and date of share registration of each shareholder, total number of shares of the shareholder group and ownership ratio in the total shares of the company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the seriousness of the violations or decisions beyond authority. The shareholder or shareholder group shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders;

3.5. The Supervisory Board requests a meeting if it has reason to believe that members of the Board of Directors or other executives seriously violate their obligations under Article 165 of the Law on Enterprises or that the Board of Directors acts or intends to act outside the scope of its authority;

3.6. Other cases in accordance with law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

4.1. The Board of Directors must convene a General Meeting of Shareholders within thirty [30] days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or Supervisors falls below the minimum number of members prescribed in the Company's Charter or from the receipt of the request specified at Points 3.4 and 3.5 of Clause 3 of this Article;

4.2. Where the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point 4.1 of Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

4.3. Where the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point 4.2 of Clause 4 of this Article, then within the following thirty (30) days, the shareholder or shareholder group making the request specified in Point 3.4 of Clause 3 of this Article shall have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.

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

Article 17. Rights and duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:

- 1.1. The audited annual financial statements;
- 1.2. The report of the Board of Directors;
- 1.3. The report of the Supervisory Board;
- 1.4. The short-term and long-term development plan of the Company.

2. The Annual and Extraordinary General Meeting of Shareholders shall adopt decisions on the following matters:

- 2.1. Approval of the annual financial statements;
- 2.2. The amount of dividends payable annually for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. Such dividend rate shall not exceed the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
- 2.3. The number of members of the Board of Directors;
- 2.4. Selection of an independent auditing firm; decision on the approved auditing firm to inspect the Company's activities when deemed necessary;
- 2.5. Election, dismissal, removal and replacement of members of the Board of Directors and the Supervisory Board;

- 2.6. The total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;
 - 2.7. Supplementation and amendment of the Company Charter;
 - 2.8. Classes of shares and the number of new shares to be offered for each class of shares;
 - 2.9. Division, separation, merger, consolidation or conversion of the Company;
 - 2.10. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - 2.11. Inspection and handling of violations by the Board of Directors and the Supervisory Board causing damage to the Company and shareholders;
 - 2.12. Decisions on investment transactions / sale of assets with a value of 35% or more of the Company's total assets recorded in the latest audited financial statements;
 - 2.13. Decisions on repurchase of more than 10% of the total issued shares of each class;
 - 2.14. The Company's conclusion of contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements;
 - 2.15. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - 2.16. Approval of the Internal Regulations on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board;
 - 2.17. Other matters in accordance with law and this Charter.
3. The General Meeting of Shareholders shall approve the following contracts and transactions:
 - a) Contracts and transactions other than those prescribed in Clause 2, Article 167 of the Law on Enterprises;
 - b) Contracts and transactions on borrowing, lending, or sale of assets with a value greater than 10% of the total assets of the enterprise recorded in the latest financial statements between the company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.
 4. Where approval of contracts or transactions is made under Clause 3 of this Article, the company representative signing the contract or transaction must notify the Board of Directors and the Supervisors of the related subject to such contract or transaction and enclose the draft contract or notice of the principal contents of the transaction. The Board of Directors shall submit the draft contract or

transaction or an explanation of the principal contents of the contract or transaction at the meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders having interests related to the parties of the contract or transaction shall have no voting rights; the contract or transaction shall be approved in accordance with Clauses 1 and 4, Article 148 of the Law on Enterprises.

5. Contracts and transactions shall be invalid by decision of the Court and handled in accordance with law when signed in contravention of this Article; the person signing the contract or transaction, the shareholder, member of the Board of Directors or Director or General Director concerned must jointly compensate for any damage arising and return to the company any benefits obtained from the performance of such contract or transaction.

6. The Company must disclose related contracts and transactions in accordance with relevant laws.

7. Shareholders shall not participate in voting in the following cases:

7.1. Approval of contracts prescribed in Clauses 2, 3 and 4 of this Article where such shareholder or a related person of such shareholder is a party to the contract;

7.2. Repurchase of such shareholder's shares or shares of a related person of such shareholder, except where the share repurchase is made proportionately to the ownership ratio of all shareholders or the repurchase is conducted through matched orders on the Stock Exchange or a public tender offer in accordance with law.

8. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 18. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize an individual or organization to attend on their behalf. Where there is more than one authorized representative, the number of shares and voting rights authorized to each representative must be specifically determined.

2. Authorization of a representative to attend the General Meeting of Shareholders must be made in writing in the Company's form and must bear signatures in accordance with the following:

2.1. Where the individual shareholder is the authorizing party, the authorization letter must bear the signature of such shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

2.2. Where the organizational shareholder is the authorizing party, the authorization letter must bear the signature of the authorized representative, the legal representative of the organizational shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

2.3. In other cases, the authorization letter must bear the signature of the legal representative of the shareholder and the authorized person attending the meeting.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance before entering the meeting room.

3. Where a lawyer signs a designation of representative on behalf of the authorizing person, such designation of representative shall only be deemed effective if it is presented together with the authorization document to the lawyer (if not previously registered with the Company).

4. Except as provided in Clause 3 of this Article, the voting ballot of the authorized attendee within the scope of authorization shall remain valid when one of the following occurs:

4.1. The authorizing person has died, been restricted in civil act capacity or lost civil act capacity;

4.2. The authorizing person has revoked the designation of authorization;

4.3. The authorizing person has revoked the authority of the person making the authorization.

This provision shall not apply where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 19. Amendment of rights

1. The modification or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders holding at least 65% of the ordinary shares attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders owning preferred shares shall only be adopted if approved by shareholders of the same class of preferred shares attending the meeting holding at least 75% of the total preferred shares of that class, or by shareholders of the same class of preferred shares holding at least 75% of the total preferred shares of that class in case the resolution is adopted by written opinion collection.

2. The organization of a separate meeting of shareholders holding a class of preferred shares to approve the above changes to rights is only valid if there are at least two (02) shareholders (or their authorized representatives) present and they hold at least one-third ($1/3$) of the par value of the issued shares of that class. In case the above quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of persons and the number of shares) who are present in person or through an authorized representative shall be deemed to satisfy the quorum requirement. At the meetings of shareholders holding the above preferred shares, those holding shares of that class present in person or through a representative may request a

secret ballot. Each share of the same class shall have equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions of Articles 21 and 23 of this Charter.

4. Unless otherwise provided by the share issuance terms, the special rights attached to classes of shares with preference rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 20. Convening, agenda and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified at Point 4.2 or Point 4.3 of Clause 4, Article 16 of this Charter.

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

2.1. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders;

2.2. Prepare the agenda and contents of the meeting;

2.3. Prepare the meeting documents;

2.4. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

2.5. Determine the time and place of the meeting;

2.6. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

2.7. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by secure method, and at the same time published on the Company's website and the Stock Exchange website. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date on which the notice is lawfully sent, transmitted, prepaid or deposited in the mailbox). The agenda of the General Meeting of Shareholders and the documents related to the matters to be voted on at the General Meeting shall be posted on the Company's website. The contents of the notice of invitation must specify the link to the full meeting documents for shareholders to access, including:

3.1. The meeting agenda and documents used in the meeting;

3.2. The list and detailed information of candidates in the event of election of members of the Board of Directors and Supervisors;

3.3. Voting ballots;

3.4. The form of authorization of a representative to attend the meeting;

3.5. Draft resolutions for each matter in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 14 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification for an individual shareholder; name, enterprise code or decision on establishment, head office address for an organizational shareholder; number and class of shares held by such shareholder; and the proposed content to be included in the agenda of the meeting.

5. Where the person convening the General Meeting of Shareholders refuses a proposal specified in Clause 4 of this Article, he must provide a written response clearly stating the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may refuse a proposal specified in Clause 4 of this Article if it falls into one of the following cases:

5.1. The proposal is sent late or is incomplete or incorrect in content;

5.2. At the time of the proposal, the shareholder or shareholder group does not hold sufficient 5% or more ordinary shares as prescribed in Clause 3, Article 14 of this Charter;

5.3. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;

5.4. Other cases in accordance with law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 21. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 50% of the total voting shares.

2. Where the required quorum is not met within thirty (30) minutes from the scheduled opening time, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty

(30) days from the originally scheduled date of the first General Meeting of Shareholders. The second convened General Meeting of Shareholders shall be conducted only when shareholders attending the meeting represent at least 33% of the total voting shares.

3. Where the second meeting fails to be conducted because the required quorum is not met within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the originally scheduled date of the second meeting. In this case, the General Meeting shall proceed regardless of the total voting shares of the shareholders attending the meeting, and shall be deemed valid and entitled to decide all matters intended to be approved at the first General Meeting of Shareholders.

Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must register shareholders and continue the registration until all attending shareholders entitled to attend have registered.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative having voting rights a voting card stating the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's number of voting rights. When voting at the meeting, ballots approving the resolution shall be collected first, ballots rejecting the resolution shall be collected later, and finally the total number of votes for approval or rejection shall be counted to make a decision. The total number of votes for, against, abstaining or invalid for each matter shall be announced by the Chairperson immediately after voting on that matter. The General Meeting shall elect persons responsible for vote counting or supervision of vote counting at the request of the Chairperson. The number of members of the vote-counting team shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson of the meeting.

3. Shareholders or authorized representatives who arrive after the meeting has opened shall have the right to register immediately and then shall be entitled to participate and vote at the meeting right after registration. The Chairperson has no obligation to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall remain unchanged.

4. The election of the Chairperson, Secretary and Vote Counting Board shall be regulated as follows:

a) The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority principle. If no chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders elects

a chairperson of the meeting from among those attending and the person receiving the highest number of votes shall chair the meeting;

b) In other cases, the person who signed the convening notice of the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders elects a chairperson of the meeting and the person receiving the highest number of votes shall be appointed as chairperson of the meeting;

c) The Chairperson shall appoint one or more persons as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting board at the request of the chairperson of the meeting.

5. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time for each matter in the meeting contents.

6. The chairperson of the meeting may carry out necessary activities to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attending delegates.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for all persons present at the meeting venues;

c) Create conditions for shareholders to attend (or continue attending) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Such measures may include issuing entry cards or using other chosen forms.

7. The chairperson of the meeting may adjourn the General Meeting if agreed or requested by the General Meeting of Shareholders that has already met the required quorum under Clause 8, Article 146 of the Law on Enterprises.

8. The person convening the General Meeting of Shareholders may request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures. Where any shareholder or authorized representative fails to comply with the inspection or security measures above, the person convening the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel such shareholder or representative from the meeting.

9. Shareholders or authorized persons arriving after the meeting has opened are still entitled to register and vote immediately after registration; in such case, the validity of matters already voted on remains unchanged.

Article 23. Adoption of resolutions of the General Meeting of Shareholders

1. Except as provided in Clauses 2 and 3 of this Article, resolutions of the General Meeting of Shareholders on the following matters shall be adopted when 50% or

more of the total votes of voting shareholders present in person or through an authorized representative at the General Meeting of Shareholders approve them:

- 1.1. Approval of the annual financial statements;
- 1.2. The Company's short- and long-term development plan;
- 1.3. Dismissal, removal and replacement of members of the Board of Directors and the Supervisory Board, and reporting on the Board of Directors' appointment of the Director.
2. Election of members of the Board of Directors and the Supervisory Board must comply with Clause 3, Article 148 of the Law on Enterprises (cumulative voting is permitted).
3. Resolutions of the General Meeting of Shareholders relating to amendments and supplements to the Charter, types of shares and the number of shares to be offered, reorganization or dissolution of the enterprise, and transactions involving the purchase or sale of the Company's assets or assets of branches with a value of 35% or more of the Company's total assets according to the latest audited financial statements shall be adopted when 65% or more of the total votes of voting shareholders present in person or through an authorized representative at the General Meeting of Shareholders approve them.
4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even if the procedures and formalities for adoption of such resolutions were not properly followed.
5. The owner's representative agency shall direct the state capital representative when participating in voting at the General Meeting of Shareholders in accordance with Article 31 of Decree No. 366/2025/ND-CP.

Article 24. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when it deems necessary in the interests of the Company.
2. The Board of Directors must prepare the opinion form, draft resolution of the General Meeting of Shareholders and explanatory documents to the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for consideration and voting and must send them at least fifteen (15) days before the deadline for return of the opinion form. The requirements and manner of sending the opinion form and attached documents shall comply with Clause 3, Article 20 of this Charter.
3. The opinion form must contain the following principal contents:

- 3.1. Name, head office address and enterprise code;
- 3.2. Purpose of obtaining opinions;
- 3.3. Full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification of the individual shareholder; name, enterprise code or decision on establishment, head office address of the organizational shareholder; or full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification of the authorized representative of the organizational shareholder; number of shares of each class and voting rights of the shareholder;
- 3.4. Matters on which opinions are sought for the adoption of the resolution;
- 3.5. Voting options including approval, disapproval and no opinion for each matter on which opinions are sought;
- 3.6. Deadline for returning the completed opinion form to the Company;
- 3.7. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. The returned opinion form must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder, or the individual authorized representative, or the legal representative of the authorized organization.
5. The opinion form may be returned to the Company in the following ways:
 - 5.1. By mail: the opinion form sent to the Company must be placed in a sealed envelope and no one may open it before vote counting;
 - 5.2. By fax or email: the opinion form sent to the Company by fax or email must be kept confidential until the time of vote counting.

Opinion forms received by the Company after the deadline specified in the contents of the opinion form or opened in the case of mailing, or disclosed before the vote-counting time in the case of fax or email, shall be invalid. Opinion forms not returned shall be deemed as not participating in the vote.

6. The Board of Directors shall count the votes and prepare a vote-counting minute under the supervision of the Supervisory Board or a shareholder who is not a business executive. The vote-counting minute must contain the following principal contents:
 - 6.1. Name, head office address and enterprise code;
 - 6.2. Purpose and matters on which opinions are sought for the adoption of the resolution;
 - 6.3. Number of shareholders with the total number of voting rights who participated in voting, clearly distinguishing valid votes and invalid votes, and the

method of submitting voting ballots, accompanied by an appendix listing the shareholders participating in the vote;

6.4. Total votes in favor, against and no opinion for each matter;

6.5. Matters approved;

6.6. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote-counting supervisor.

Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly and severally responsible for the honesty and accuracy of the vote-counting minute; they shall also be jointly and severally responsible for any damages arising from decisions adopted through dishonest or inaccurate vote counting.

7. The vote-counting minute must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Where the Company has a website, sending the vote-counting minute may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of completion of vote counting.

8. The returned opinion forms, the vote-counting minute, the adopted resolution and the related documents sent together with the opinion form must be kept at the Company's head office.

9. A resolution adopted by shareholders' written opinion shall be approved if shareholders representing at least 50% of the total voting shares approve it and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 25. Minutes of the General Meeting of Shareholders

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

1.1. Name, head office address and enterprise code;

1.2. Time and venue of the General Meeting of Shareholders;

1.3. Agenda and contents of the meeting;

1.4. Full name of the chairperson and the secretary;

In case the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all contents prescribed in this Clause. The minutes shall clearly state that the chairperson and secretary refused to sign the meeting minutes.

1.5. Summary of the proceedings and statements made at the General Meeting of Shareholders on each matter in the agenda;

1.6. Number of shareholders and total voting rights of the attending shareholders, with an appendix listing registered shareholders and shareholder representatives attending the meeting, together with the corresponding number of shares and votes;

1.7. Total number of votes on each matter voted upon, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against and abstentions; corresponding ratios to the total voting rights of attending shareholders;

1.8. Matters approved and the corresponding approval ratios;

1.9. Signatures of the chairperson and secretary.

Minutes prepared in Vietnamese and English shall have equal legal validity. Where there is any difference between the Vietnamese minutes and the English minutes, the contents of the Vietnamese minutes shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting shall bear joint responsibility for the honesty and accuracy of the contents of the minutes.

3. The minutes of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of adjournment of the meeting.

4. The minutes of the General Meeting of Shareholders shall be deemed conclusive evidence of the work carried out at the General Meeting of Shareholders unless an objection to the contents of the minutes is duly raised within ten (10) days from the date the minutes are sent.

5. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting with the shareholders' signatures, the written authorization to attend the meeting, and the related documents must be kept at the Company's head office.

Article 26. Request to annul resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes on the results of vote counting by written shareholder opinion collection, members of the Board of Directors, Controllers, the Director, shareholders or groups of shareholders specified in Clause 3, Article 14 of this Charter shall have the right to request a Court or Arbitration to review and annul resolutions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' written opinions and adopting resolutions of the General Meeting of Shareholders

were not carried out in accordance with the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 23 of this Charter.

2. The contents of the resolution violate law or this Charter.

Where a resolution of the General Meeting of Shareholders is annulled by a Court or Arbitration, the person who convened the annulled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within ten (10) days in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

CHAPTER VI BOARD OF DIRECTORS

Article 27. Nomination and candidacy of members of the Board of Directors

1. Where candidates have been identified in advance, relevant information about the candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty, accuracy and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed includes at least the following:

- 1.1. Full name, date, month and year of birth;
- 1.2. Educational level;
- 1.3. Professional qualifications;
- 1.4. Working history;
- 1.5. Companies in which the candidate is currently serving as a member of the Board of Directors or holding other managerial positions;
- 1.6. Assessment report on the candidate's contribution to the Company, in case such candidate is currently a member of the Company's Board of Directors;
- 1.7. Related interests in the Company (if any);
- 1.8. Full name of the shareholder or group of shareholders nominating such candidate (if any);
- 1.9. Other information (if any).

2. Shareholders holding ordinary shares shall have the right to combine their voting rights to nominate candidates for the Board of Directors.

Shareholders or groups of shareholders holding from 10% to under 20% may nominate up to one (01) candidate; from 20% to under 30% up to two (02) candidates; from 30% to under 40% up to three (03) candidates; from 40% to under 50% up to four (04) candidates; from 50% to under 65% up to five (05) candidates; and from 65% or more may nominate the maximum number of candidates.

3. In case the number of candidates for the Board of Directors obtained through nomination and self-nomination is still insufficient, the incumbent Board of

Directors may nominate additional candidates or organize nominations under the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders before nominations are made in accordance with law.

Article 28. Composition and term of office of members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office 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. Where all members of the Board of Directors complete their terms at the same time, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the work.

2. The structure of the Board of Directors shall be as follows:

The number of non-executive members of the Board of Directors must ensure at least 01 member.

3. A member of the Board of Directors shall cease to be a member of the Board of Directors in the following cases:

3.1. Failing to satisfy the qualifications and conditions to be a member of the Board of Directors under the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;

3.2. Submitting a resignation letter;

3.3. Suffering from a mental disorder and the other members of the Board of Directors having professional evidence proving that such person no longer has civil act capacity;

3.4. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

3.5. As decided by the General Meeting of Shareholders;

3.6. Providing false personal information when submitted to the Company as a candidate for the Board of Directors;

3.7. Other cases in accordance with law and this Charter.

4. Appointment of members of the Board of Directors must be disclosed in accordance with securities and securities market law.

5. A member of the Board of Directors need not be a shareholder of the Company.

6. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of at most 05 other companies.

Article 29. Powers and obligations of the Board of Directors

1. The Company's business operations and affairs shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to manage the Company.

2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:

2.1. Decide on the Company's strategy, medium-term development plan and annual business plan;

2.2. Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

2.3. Appoint, dismiss, sign contracts and terminate contracts with the Director, other executives and decide their salaries;

2.4. Supervise and direct the Director and other executives;

2.5. Resolve the Company's complaints against enterprise executives and decide on the selection of the Company's representative to handle legal procedures involving such executives;

2.6. Decide on the Company's organizational structure, establishment of subsidiaries, branches and representative offices, and capital contributions or share purchases in other enterprises;

2.7. Propose the reorganization or dissolution of the Company;

2.8. Decide on the internal governance regulations of the Company after they have been approved by the General Meeting of Shareholders for effective shareholder protection;

2.9. Approve the agenda, contents and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt decisions;

2.10. Propose the annual dividend rate; decide the time limit and procedure for dividend payment;

2.11. Propose the classes of shares to be issued and the total number of shares to be issued for each class;

2.12. Propose the issuance of convertible bonds and bonds with warrants;

2.13. Decide the offer price of shares and bonds in case authorized by the General Meeting of Shareholders;

2.14. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

2.15. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the Director;

- 2.16. Decide to issue the Regulation on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide to issue the Regulation on the Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulation;
- 2.17. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in Charge of Corporate Governance and other managers of the Company;
- 2.18. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other legal provisions and the Company Charter.
3. The following matters must be approved by the Board of Directors:
- 3.1. Establishment of the Company's branches or representative offices;
- 3.2. Establishment of the Company's subsidiaries;
- 3.3. Within the scope prescribed in Clause 2, Article 143 of the Law on Enterprises and except for matters required to be approved by the General Meeting of Shareholders under Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises, the Board of Directors shall decide on the implementation, amendment and cancellation of the Company's contracts;
- 3.4. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;
- 3.5. Borrowing and implementation of mortgages, security, guarantees and indemnification by the Company;
- 3.6. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- 3.7. Valuation of non-cash assets contributed to the Company in the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;
- 3.8. Repurchase or recall of not more than 10% of the total number of shares of each class offered within twelve (12) months;
- 3.9. Decision on the repurchase or recall price of the Company's shares;
- 3.10. Business matters or transactions which the Board of Directors determines require approval within its powers and responsibilities.
4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically its supervision of the Director and other executives during the financial year. In case the Board of Directors fails to submit the report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.
5. Unless otherwise provided by law or this Charter, the Board of Directors may authorize subordinate staff and other executives to act on behalf of the Company.

6. The owner's representative agency shall direct the state capital representative when participating in voting at meetings of the Board of Directors in accordance with Article 31 of Decree No. 366/2025/ND-CP.

Article 30. Remuneration, salary and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Directors. The remuneration of each member of the Board of Directors shall be decided by the General Meeting of Shareholders.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights and other benefits received from the Company, must be disclosed in detail in the Company's Annual Report. The remuneration of members of the Board of Directors must be presented as a separate item in the Company's annual financial statements.

3. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in the sub-committees of the Board of Directors, or performing work that, in the opinion of the Board of Directors, falls outside the ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment per occasion, salary, commission, profit percentage or in another form as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all travel, meals, accommodation and other reasonable expenses they incur when performing their duties as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

Article 31. Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall elect the Chairman from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall be responsible for preparing the agenda, documents, convening and chairing meetings of the Board of Directors; chairing the General Meeting of Shareholders; and exercising other rights and obligations prescribed by the Law on Enterprises and this Charter.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report and the inspection report of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Directors may be dismissed by resolution of the Board of Directors. Where the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

5. Where the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principle of majority. Where there is no authorized person or where the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is serving a compulsory drug rehabilitation measure, is serving a compulsory educational measure, absconds, is restricted or loses civil act capacity, has difficulty in awareness and control of conduct, or is prohibited by a Court from holding office, practicing or performing certain work, the remaining members shall elect one of their members to serve as Chairman of the Board of Directors by majority principle until a new decision is made by the Board of Directors.

Article 32. Meetings of the Board of Directors

1. Where the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the term of office of the Board of Directors within seven (07) working days from the date of completion of the election of that term of the Board of Directors. This meeting shall be convened by the member receiving the highest number of votes or the highest voting ratio. If there is more than one (01) member with the highest and equal number of votes or voting ratio, the members shall elect by majority principle one (01) of them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors shall convene periodic and extraordinary meetings of the Board of Directors and prepare the agenda, time and venue of the meeting at least five (05) working days before the meeting date. The Chairman may convene meetings when deemed necessary, but there must be at least one (01) meeting each quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, and may not delay without a valid reason, when one of the following requests is made in writing clearly stating the purpose of the meeting and the matters to be discussed:

3.1. The Supervisory Board;

3.2. The Director or at least five (05) other executives;

3.3. An independent member of the Board of Directors;

3.4. At least two (02) members of the Board of Directors;

3.5. Other cases (if any).

4. The Chairman of the Board of Directors must convene the meeting within seven (07) working days from receipt of the request specified in this Article. Where the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting specified in Clause 3 of Article 32 shall have the right to convene the meeting of the Board of Directors.

5. Where requested by the independent auditing firm conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meetings of the Board of Directors may be held at the Company's head office or at another location in Vietnam as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice of a meeting of the Board of Directors must be sent to members of the Board of Directors and Controllers at least five (05) working days before the meeting date. A member of the Board of Directors may refuse the meeting invitation in writing, and such refusal may be changed or revoked in writing by such member. The notice of meeting must be in Vietnamese and must fully state the time, venue, agenda, contents of matters to be discussed, together with necessary documents on matters to be discussed and voted on at the meeting and the member's voting slip.

The invitation notice shall be sent by mail, fax, email or other means, but must ensure delivery to the contact address of each member of the Board of Directors and Controllers registered with the Company.

8. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by the majority of the members of the Board of Directors.

Where the quorum prescribed is not met, a second meeting must be convened within seven (07) days from the originally scheduled meeting date. The second convened meeting shall proceed if more than one-half (1/2) of the members of the Board of Directors attend.

9. Meetings of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member can:

9.1. Hear each of the other participating members speaking at the meeting;

9.2. Speak to all other attending members simultaneously. Discussion among members may be conducted directly by telephone or by other communication means or by a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed "present" at the meeting. The meeting location under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Resolutions adopted at a telephone meeting that is lawfully organized and conducted shall take effect immediately upon adjournment of the meeting, but

must be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting.

10. A member of the Board of Directors may send a voting slip to the meeting by mail, fax or email. Where the voting slip is sent by mail, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening time. The voting slip shall only be opened in the presence of all attendees.

11. Voting

11.1. Except as provided in Point 11.2 of Clause 11 of Article 32 below, each member of the Board of Directors or authorized person under Clause 8 of this Article who is directly present in his individual capacity at a meeting of the Board of Directors shall have one (01) vote;

11.2. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or a person related to such member has an interest and such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted in the minimum quorum required for the Board of Directors meeting on matters on which such member has no voting right;

11.3. Pursuant to Point 11.4 of Clause 11 of Article 32, when an issue arises at the meeting relating to the interest or voting right of a member of the Board of Directors and such member does not voluntarily waive the right to vote, the ruling of the chairperson shall be final, unless the nature or scope of the related interest of the relevant member of the Board of Directors has not been fully disclosed;

11.4. A member of the Board of Directors benefiting from a contract specified in Points 5.1 and 5.2 of Clause 5, Article 42 of this Charter shall be deemed to have a material interest in such contract;

11.5. Controllers have the right to attend meetings of the Board of Directors, may discuss but shall not have voting rights.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already executed or proposed to be executed with the Company and knows that he is a person with an interest therein has the responsibility to disclose such interest at the first meeting of the Board of Directors discussing the conclusion of such contract or transaction. Where a member of the Board of Directors is unaware that he and a related person have an interest at the time the contract or transaction is executed with the Company, such member of the Board of Directors shall disclose the related interest at the first meeting of the Board of Directors held after such member becomes aware that he has or will have an interest in the transaction or contract mentioned above.

13. The Board of Directors shall adopt decisions and pass resolutions on the basis of a majority of attending members voting in favor. In case of a tie between votes

in favor and against, the vote of the Chairman of the Board of Directors shall be decisive.

14. A resolution adopted by written opinion collection shall be approved on the basis of the favorable opinions of a majority of members of the Board of Directors having voting rights. Such resolution shall take effect and have validity as a resolution adopted at a meeting.

15. The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be conclusive evidence of the work carried out at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.

Article 33. Sub-committees of the Board of Directors

1. The Board of Directors may establish subordinate sub-committees responsible for development policy, personnel, remuneration and internal audit. The number of members of a sub-committee shall be decided by the Board of Directors, but should be at least three (03) persons, including members of the Board of Directors and outside members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the sub-committee, and one of such members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A sub-committee's resolution shall only be effective when approved by a majority of the attending members who are members of the Board of Directors at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, or of persons acting as members of a Board of Directors sub-committee must comply with current legal provisions and the provisions of the Company Charter.

Article 34. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to support effective corporate governance operations. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors, up to a maximum of five (05) years.

2. The Person in Charge of Corporate Governance must satisfy the following standards:

2.1. Possess legal knowledge;

2.2. Not concurrently work for the independent auditing firm that is auditing the Company's financial statements;

2.3. Other standards as prescribed by law, this Charter and the decision of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not contravene current labor law. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:

4.1. Advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and matters relating to the relationship between the Company and shareholders;

4.2. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

4.3. Advise on meeting procedures;

4.4. Attend meetings;

4.5. Advise on the procedures for preparing resolutions of the Board of Directors in accordance with law;

4.6. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;

4.7. Monitor and report to the Board of Directors on the Company's information disclosure activities;

4.8. Maintain confidentiality in accordance with law and the Company Charter;

4.9. Other rights and obligations in accordance with law and the Company Charter.

CHAPTER VII

DIRECTOR AND OTHER EXECUTIVES

Article 35. Management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a Director, Deputy Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution of the Board of Directors.

Article 36. Enterprise executives

1. At the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and under standards suitable

to the Company's organizational structure and management regulations as determined by the Board of Directors. Enterprise executives shall have the responsibility to diligently assist the Company in achieving its operational and organizational objectives.

2. The remuneration, salary, benefits and other terms of the employment contract for the Director shall be decided by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consulting the Director.

Article 37. Appointment, dismissal, duties and powers of the Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as Director; sign a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's Annual Report.

2. The term of office of the Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated pursuant to the provisions of the labor contract. The Director must not be a person prohibited by law from holding this position and must satisfy the standards and conditions prescribed by law and the Company Charter. The Director must satisfy the following standards and conditions:

- a) Not falling under the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b) Not being a related person of the following subjects:
 - Enterprise managers;
 - Controllers of the company and the parent company;
 - State capital representative;
 - Representative of enterprise capital at the company and the parent company;
- c) Having professional qualifications and experience in business administration of the company.

3. The Director shall have the following rights and obligations:

3.1. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, implement the terms of the Director's labor contract, and the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

3.2. Decide on matters not required to be decided by the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and operating the Company's day-to-day business in accordance with best management practices;

- 3.3. Propose to the Board of Directors the organizational structure plan and the Company's internal management regulations;
- 3.4. Propose measures to improve the Company's operations and management;
- 3.5. Recommend the number and names of enterprise executives that the Company needs to recruit for appointment or dismissal by the Board of Directors in accordance with internal regulations, and recommend remuneration, salary and other benefits for enterprise executives for the Board of Directors to decide;
- 3.6. Seek approval from the Board of Directors to decide the number of employees, appointment, dismissal, salary level, allowances, benefits and other terms relating to their labor contracts;
- 3.7. On December 10 each year, submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the appropriate budget and the five (05)-year financial plan;
- 3.8. Prepare the Company's long-term, annual and quarterly estimates (hereinafter referred to as estimates) for the Company's long-term, annual and quarterly management operations in accordance with the business plan. The annual estimate (including the balance sheet, income statement and projected cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information prescribed in the Company's regulations;
- 3.9. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.
4. The Director shall be responsible before the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to them when required.
5. The Board of Directors may dismiss the Director when a majority of voting members of the Board of Directors attending the meeting approve, and appoint a new Director to replace him.

CHAPTER VIII SUPERVISORY BOARD

Article 38. Nomination and candidacy of Controllers

1. The nomination and self-nomination of Controllers shall be carried out similarly to the provisions of Clauses 1 and 2 of Article 27 of this Charter.

Shareholders or groups of shareholders holding from 10% to under 30% may nominate up to one (01) candidate; from 30% to under 50% up to two (02) candidates; from 50% to under 65% up to three (03) candidates; and from 65% or more may nominate the maximum number of candidates.

2. In case the number of candidates for the Supervisory Board obtained through nomination and self-nomination is insufficient, the incumbent Supervisory Board

may nominate additional candidates or organize nominations under the mechanism prescribed by the Company Charter and the Internal Regulations on Corporate Governance. The mechanism for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly disclosed and must be approved by the General Meeting of Shareholders before nominations are made.

Article 39. Controllers

1. The Supervisory Board of the Company shall consist of three (03) Controllers. The term of office of a Controller shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Controllers must satisfy the standards and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises and the Company Charter. Controllers must satisfy the following standards and conditions:

- a) Not falling under the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b) Having been trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration or a discipline relevant to the enterprise's business activities;
- c) Not being a family member of members of the Board of Directors, the Director and other managers;
- d) Not working in the accounting or finance department of the Company;
- e) Not being a member or employee of the independent auditing firm that audited the Company's financial statements during the preceding 03 years.

3. The Controllers shall elect one (01) of them as Head of the Supervisory Board by majority principle. The Head of the Supervisory Board must hold a university degree or higher in one of the disciplines of economics, finance, accounting, auditing, law, business administration or a discipline related to the enterprise's business activities. The Head of the Supervisory Board shall have the following rights and responsibilities:

3.1. Convene meetings of the Supervisory Board;

3.2. Request the Board of Directors, the Director and other executives to provide relevant information for reporting to the Supervisory Board;

3.3. Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

4. A Controller shall be dismissed in the following cases:

4.1. No longer satisfying the standards and conditions to be a Controller under the Law on Enterprises;

4.2. Failing to exercise his rights and obligations for six (06) consecutive months, except in cases of force majeure;

- 4.3. Submitting a resignation letter and such resignation is accepted;
- 4.4. Other cases as prescribed by law and this Charter.
- 5. A Controller shall be removed in the following cases:
 - 5.1. Failing to complete assigned tasks and work;
 - 5.2. Seriously violating or repeatedly violating the obligations of a Controller prescribed by the Law on Enterprises and the Company Charter;
 - 5.3. As decided by the General Meeting of Shareholders;
 - 5.4. Other cases as prescribed by law and this Charter.

Article 40. Supervisory Board

- 1. The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
 - 1.1. Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Company's financial statements;
 - 1.2. Be responsible before shareholders for its supervisory activities;
 - 1.3. Supervise the Company's financial situation, the legality of activities of members of the Board of Directors, the Director and other managers, and the coordination of activities among the Supervisory Board, the Board of Directors, the Director and shareholders;
 - 1.4. Where a violation of law or the Company Charter by a member of the Board of Directors, the Director and other enterprise executives is detected, notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation and adopt measures to remedy the consequences;
 - 1.5. Report at the General Meeting of Shareholders in accordance with the Law on Enterprises;
 - 1.6. Formulate the Regulation on the Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;
 - 1.7. Other rights and obligations in accordance with law and this Charter.
- 2. Members of the Board of Directors, the Director and other enterprise executives must fully, accurately and promptly provide information and documents on the management, operation and activities of the Company at the request of the Supervisory Board. The Person in Charge of Corporate Governance must ensure that copies of all resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are also provided to the Controllers at the same time and by the same method as for shareholders and members of the Board of Directors.
- 3. The Supervisory Board may issue regulations on meetings of the Supervisory Board and the mode of operation of the Supervisory Board. The Supervisory

Board must meet at least twice (02) a year and meetings are valid when at least two-thirds (2/3) of the Controllers attend.

4. The remuneration, salary and other benefits of Controllers shall be decided by the General Meeting of Shareholders. Controllers shall be reimbursed for reasonable accommodation, travel and other expenses incurred when attending meetings of the Supervisory Board or performing other activities of the Supervisory Board.

CHAPTER IX

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR AND OTHER EXECUTIVES

Article 41. Duty of care

Members of the Board of Directors, Controllers, the Director and other executives shall be responsible for performing their duties, including those performed in their capacity as members of the Board's sub-committees, honestly and prudently for the benefit of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Controllers, the Director and other executives shall disclose related interests in accordance with Article 164 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, Controllers, the Director and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; at the same time, they may not use information obtained by virtue of their positions for personal gain or for the benefit of other organizations or individuals.

3. Members of the Board of Directors, Controllers, the Director and other executives have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through economic entities, transactions or other individuals. The above subjects may only use such opportunities or interests when the Board members having no related interests have decided not to pursue and have approved the matter.

4. The Company may only carry out the following transactions upon approval by the General Meeting of Shareholders:

a) Grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, other managers who are not shareholders, and individuals or organizations related to such persons. In case loans or guarantees are granted to organizations related to members of the Board of Directors, members of the Supervisory Board, the Director or other managers, where the company and such organization (except where such organization is a shareholder of the company as prescribed in Clause 2, Article 293 of Decree No. 155/2020/ND-CP) are companies within the same group or companies operating within a group structure,

including parent company – subsidiary or economic group, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Company Charter.

b) Transactions having a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, or another lower ratio or value as prescribed in the Company Charter, between the company and one of the following subjects:

- Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and persons related to such subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the company and their related persons;
- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises;

c) Contracts and transactions on borrowing or sale of assets with a value greater than 10% of the total asset value recorded in the latest financial statements between the company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.

d) The Company may not carry out the transactions and contracts prescribed in this Clause and other transactions in cases where all conditions have not been satisfied or there has been no approval in accordance with the law on management and use of state capital invested in enterprises under Decree No. 366/2025/ND-CP dated December 31, 2025 of the Government.

5. A contract or transaction between the Company and one or more members of the Board of Directors, Controllers, the Director, other executives and individuals or organizations related to them, or companies, partners, associations, or organizations of which members of the Board of Directors, Controllers, the Director, other executives or their related persons are members, or in which they have financial interests, shall not be void in the following cases:

5.1. In the case of a contract having a value equal to or less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, Controller, Director and other executives, have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the performance of such contract or transaction honestly by a majority vote of the Board members having no related interests;

5.2. In the case of contracts having a value greater than thirty-five percent (35%) of the total asset value recorded in the latest financial statements, or transactions leading to a total transaction value arising within 12 months from the date of the

first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, the important contents of such contract or transaction, as well as the relationship and interests of the member of the Board of Directors, Controller, Director and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by vote of the shareholders having no related interests.

5.3. Such contract or transaction has been considered fair and reasonable by an independent advisory organization in all respects relating to the Company's shareholders at the time the transaction or contract was approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Controllers, the Director, other executives and organizations and individuals related to the above-mentioned members may not use the Company's undisclosed information or disclose it to others for the purpose of carrying out related transactions.

6. The Director must not be a related person of enterprise managers, Controllers of the company and the parent company, the state capital representative, the representative of enterprise capital at the company and the parent company, as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, Controllers, the Director and other executives who violate their obligations and duty of honesty and prudence, or fail to fulfill their duties with diligence and professional competence, shall be responsible for the damage caused by their violations.

2. The Company shall indemnify persons who are, have been or may become a party to claims, lawsuits or prosecutions (including civil and administrative matters and matters other than lawsuits initiated by the Company) if such person is or was a member of the Board of Directors, Controller, Director, other executive, employee or an authorized representative of the Company, or if such person is or was acting at the request of the Company in the capacity of a member of the Board of Directors, enterprise executive, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently for the interests of, or in a manner not conflicting with the interests of, the Company, in compliance with law and with no evidence confirming that such person violated his responsibilities.

3. When performing functions, duties or tasks authorized by the Company, members of the Board of Directors, Controllers, other executives, employees or authorized representatives of the Company shall be indemnified by the Company when they become a party to claims, lawsuits or prosecutions (except lawsuits initiated by the Company) in the following cases:

3.1. They acted honestly, prudently and diligently for the interests of, and in a manner not conflicting with the interests of, the Company;

3.2. They complied with law and there is no evidence confirming that they failed to perform their responsibilities.

4. The costs of indemnification include incurred costs (including attorney's fees), judgment costs, fines, and amounts payable that arise in fact or are deemed reasonable when resolving such matters within the scope permitted by law. The Company may purchase insurance for these persons to cover the above-mentioned indemnification liabilities.

CHAPTER X LABOR AND TRADE UNION

Article 44. Labor and trade union

1. The Director shall prepare plans for submission to the Board of Directors for approval of matters relating to recruitment, employee termination, salary, social insurance, welfare, commendation and discipline for employees and enterprise executives.

2. The Director shall prepare plans for submission to the Board of Directors for approval of matters relating to the Company's relationship with trade unions in accordance with the standards, practices and best management policies, and the practices and policies prescribed in this Charter, the Company's regulations and current law.

CHAPTER XI ACCOUNTING, FINANCE AND AUDIT REGIME

Article 45. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, where necessary, the Company may open bank accounts abroad in accordance with law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts.

Article 46. Financial year

The Company's financial year shall begin on the first day of January and end on the thirty-first day of December each year.

Article 47. Accounting regime

1. The accounting regime used by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime or another special accounting regime issued by a competent authority and approved by the Ministry of Finance.

2. The Company shall keep accounting books in Vietnamese and retain accounting records in accordance with accounting law and relevant law. Such records must be

accurate, up to date, systematic and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency. Where the Company mainly conducts economic transactions in one foreign currency, it may select such foreign currency as the accounting currency, take responsibility for such selection before law, and notify the direct tax authority.

Article 48. Profit distribution

1. The General Meeting of Shareholders shall decide the dividend payout rate and form of annual dividend payment from the Company's retained profits.

2. The Company shall not pay interest on the amount paid as dividends or other amounts related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the body implementing such decision.

4. Where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred money in accordance with the bank details provided by the shareholder and such shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. Dividend payment for shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific date for closing the shareholder list. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with law.

Article 49. Dividend payment

1. Dividends paid on ordinary shares shall be determined on the basis of realized net profit and dividend payments taken from the company's retained profits. A joint stock company may only pay dividends to shareholders when the company has fulfilled its tax obligations and other financial obligations in accordance with law; has set aside company funds and fully covered prior losses in accordance with law and the Company Charter.

2. Pursuant to the decision of the General Meeting of Shareholders, dividends shall be announced and paid on the basis of the proposal of the Board of Directors.

3. The Board of Directors may decide to pay interim dividends if it deems such payment consistent with the company's profitability.

4. The Company does not pay interest on the amount of dividends payable to shareholders.
5. Dividends may be paid in cash, in company shares or in other assets as decided by the General Meeting of Shareholders. If paid in cash, payment must be made in Vietnamese Dong and may be paid by cheque or postal money order sent to the shareholder's permanent address. When paying dividends by credit services at the shareholder's request, if the shareholder does not receive the money due to incorrect information provided by such shareholder, the Company shall not be liable for the amount transferred.
6. The Board of Directors may determine a specific business closing date of the Company. Based on that date, persons who qualify as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.
7. The Board of Directors must prepare the list of shareholders entitled to dividends, determine the dividend rate, payment deadline and form of payment no later than thirty days before each dividend payment. Notice of dividend payment must be sent by a secure method to the registered address of all shareholders no later than fifteen days before the dividend payment is made. The notice must state the name of the Company; full name, address, identity card number, passport number or other lawful personal identification of the individual shareholder; name and address of the organizational shareholder; number of shares held by the shareholder; dividend rate and total dividend the shareholder is entitled to receive; the time and method of dividend payment.
8. Where a shareholder transfers his shares during the period between the date of completion of the shareholder list and the date of dividend payment, the transferor shall be the person receiving the dividend from the Company.

Article 50. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to choose one of such firms to audit the Company's financial statements for the next financial year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the independent audit firm after the end of the financial year.
2. The independent audit firm shall examine, certify, prepare the audit report and submit it to the Board of Directors within two (02) months from the end of the financial year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditors performing the audit of the Company are permitted to attend meetings of the General Meeting of Shareholders and are entitled to receive

notices and other information relating to the General Meeting of Shareholders that shareholders are entitled to receive, and to speak at the General Meeting on matters relating to the audit of the Company's financial statements.

5. Where the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion or a disclaimer of opinion, the Company must invite representatives of the approved auditing organization performing the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such approved auditing organization's representatives shall have the responsibility to attend the Annual General Meeting of Shareholders.

Article 51. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to examine, access and obtain extracts of information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; examine, access, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of total ordinary shares have the right to examine, access, extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or a shareholder group requests to inspect books and records, the authorization letter of the shareholder or shareholder group represented by such person or a notarized copy of such authorization letter must be attached.

3. Members of the Board of Directors, Controllers, the Director and other executives have the right to inspect the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must store this Charter and amendments to this Charter, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

5. The Company Charter must be disclosed on the Company's website.

CHAPTER XII

REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 52. Annual, six-month and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with law and the regulations of the State Securities Commission, and such statements must be audited in accordance with Article 50 of this Charter. Within 90 days from the end of each financial year, the Company must submit the audited annual financial statements to the competent authorities as prescribed by accounting regulations, the State Securities Commission, the Stock Exchange and the Business Registration Authority.
2. The annual financial statements must include the income statement reflecting truthfully and objectively the Company's profit/loss situation for the financial year, the statement of financial position reflecting truthfully and objectively the Company's operating status as of the reporting date, the cash flow statement and notes to the financial statements.
3. The Company must prepare and disclose reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange under the Law on Securities.
4. The audited annual financial statements (including the auditor's opinion), reviewed six-month financial statements and quarterly financial statements must be disclosed on the Company's website and disclosed to the State Securities Commission and the Stock Exchange in accordance with regulations.
5. All interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, reviewed six-month statements and quarterly financial statements during business hours at the Company's head office and shall pay a reasonable fee for copying.

Article 53. Annual report

The Company must prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

Article 54. Annual reporting submission

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business results;
 - b) Financial statements;
 - c) Report on the Company's management and operation work;
 - d) Supervisory Board appraisal report.

2. For a joint stock company that is required by law to be audited, the company's annual financial statements must be audited before submission to the General Meeting of Shareholders for review and approval.

3. The reports specified at Points a, b and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company Charter.

4. The reports specified in Clauses 1, 2 and 3 of this Article, the Supervisory Board's appraisal report and the audit report must be kept at the company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders unless the Company Charter provides a longer period. Shareholders continuously holding the company's shares for at least 01 year shall have the right, either by themselves or together with lawyers, accountants or licensed auditors, to directly inspect the reports specified in this Article.

Article 55. Information disclosure

1. The Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent state authority in accordance with accounting law and other relevant legal provisions.

2. The Company shall disclose on its website the following information:

a) The Company Charter;

b) Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Controllers, the Director or General Director of the Company;

c) The annual financial statements approved by the General Meeting of Shareholders;

d) Annual assessment reports on the performance of the Board of Directors and the Supervisory Board.

3. The Company must notify the Business Registration Authority where the Company's head office is located no later than 03 working days after receiving information or any change in the information concerning the full name, nationality, passport number, contact address, number of shares and class of shares of a foreign individual shareholder; the name, enterprise code, head office address, number of shares and class of shares of a foreign organizational shareholder; and the full name, nationality, passport number, contact address of the authorized representative of a foreign organizational shareholder.

4. The Company shall make disclosures and publicize information in accordance with securities law.

CHAPTER XIII SEAL, OPERATING TERM, DISPUTES

Article 56. Seal

1. The Board of Directors shall decide on the Company's official seal, and the seal shall be engraved in accordance with law and the Company Charter.
2. The Board of Directors and the Director shall use and manage the seal in accordance with current law.

Article 57. Chấm dứt hoạt động

1. The Company may be dissolved in the following cases:
 - 1.1. Expiration of the Company's operating term, including after extension;
 - 1.2. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
 - 1.3. Revocation of the Enterprise Registration Certificate;
 - 1.4. Other cases prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 58. Extension of operations

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiration of the operating term so that shareholders may vote on the extension of the Company's operations at the proposal of the Board of Directors.
2. The operating term shall be extended when approved by 65% or more of the total votes of voting shareholders attending the General Meeting of Shareholders in person or through an authorized representative.

Article 59. Liquidation

1. At least six (06) months before the expiration of the Company's operating term or after a decision on the dissolution of the Company has been issued, the Board of Directors shall establish a liquidation committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The liquidation committee shall prepare its own rules of operation. Members of the liquidation committee may be selected from among the Company's employees or independent experts. All liquidation-related costs shall be paid by the Company in priority over the Company's other debts.
2. The liquidation committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date on which it commences operation. From that time, the liquidation committee shall represent the Company in all matters relating to the liquidation of the Company before the Court and administrative authorities.
3. The proceeds from liquidation shall be paid in the following order:

- 3.1. Liquidation costs;
- 3.2. Wage debts, severance allowances, social insurance and other benefits of employees under the collective labor agreement and signed labor contracts;
- 3.3. Tax debts;
- 3.4. Other debts of the Company;
- 3.5. The remaining amount after all debts from items 3.1 to 3.4 above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

Article 60. Settlement of internal disputes

1. In case disputes or complaints arise relating to the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, other legal provisions, this Charter, or regulations between:

- 1.1. Shareholders and the Company;
- 1.2. Shareholders and the Board of Directors, the Supervisory Board, the Director or other executives;

The relevant parties shall endeavor to settle such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute settlement and request each party to present relevant information concerning the dispute within 15 working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert as a mediator for the dispute settlement process.

2. Where no mediation decision is reached within six (06) weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Economic Arbitration or the Economic Court.

3. The parties shall bear their own costs relating to the negotiation and mediation procedures. Court costs shall be paid in accordance with the Court's judgment.

CHAPTER XIV SUPPLEMENTATION, AMENDMENT OF THE CHARTER, EFFECTIVE DATE

Article 61. Amendment of the Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are legal provisions relating to the Company's operations that are not mentioned in this Charter, or in case there are new legal provisions differing from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

Article 62. Effective date

1. This Charter consists of 14 Chapters and 62 Articles and was unanimously approved by the General Meeting of Shareholders of Bac Giang Clean Water Joint Stock Company on 25/4/2026 and such General Meeting also approved the full effectiveness of this Charter.

This Charter is made in ten (10) copies of equal validity, including:

- 2.1. One (01) copy filed at the local State Notary Office;
- 2.2. Five (05) copies registered with the competent authority in accordance with the provisions of the Provincial People's Committee;
- 2.3. Four (04) copies kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or by at least three (03) members of the Board of Directors.

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



Huong Xuan Cong

Bac Ninh, 29/4/2026

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
OF BAC GIANG CLEAN WATER JOINT STOCK COMPANY**
(issued together with Resolution No 20/NQ-ĐHĐCĐTN-NSBG dated 25/4/2026
of the 2026 Annual General Meeting of Shareholders)

Legal basis:

Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15 and the instruments amending, supplementing or replacing it from time to time, currently in force.

Law on Securities No. 54/2019/QH14 dated November 29, 2019, as amended and supplemented by Law No. 56/2024/QH15 and the instruments amending, supplementing or replacing it from time to time, currently in force;

Law on Management and Use of State Capital Invested in Enterprises No. 68/2025/QH15 dated June 14, 2025 and the instruments amending, supplementing or replacing it from time to time, currently in force.

Decree No. 155/2020/ND-CP dated December 31, 2020 detailing a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP.

Decree No. 366/2025/ND-CP dated December 31, 2025 and the guiding instruments for implementation, and the instruments amending, supplementing or replacing them from time to time, currently in force.

Article 1. General provisions

This Regulation sets out the basic principles of corporate governance in order to protect the lawful rights and interests of shareholders, and to establish standards of conduct and professional ethics for members of the Board of Directors, the Supervisory Board, the Executive Board and other managers of the Company.

This Regulation shall govern the following principal matters:

1. Order and procedures for convening and voting at the General Meeting of Shareholders;
2. Order and procedures for nominating, self-nominating, electing, dismissing and removing members of the Board of Directors;
3. Order and procedures for organizing meetings of the Board of Directors;

4. Nomination, self-nomination, election, dismissal and removal of Controllers;
5. Standards for selection, order and procedures for appointment and dismissal of managers;
6. Coordination of activities among the Board of Directors, the Supervisory Board and the Director;
7. Regulations on performance evaluation, commendation and discipline for members of the Board of Directors, members of the Supervisory Board, the Director and other managers;
8. Prevention of conflicts of interest;
9. Reporting and information disclosure.

Article 2. Interpretation of terms

1. In this Regulation, the following terms shall be construed as follows:

- a. "Corporate governance" means the system of rules ensuring that the Company is directed, administered and controlled effectively for the benefit of shareholders and persons related to the Company.
- b. "Company" means Bac Giang Clean Water Joint Stock Company.
- c. "Charter" means the Charter approved by the Company's General Meeting of Shareholders from time to time.
- d. "Shareholder" means individuals or organizations owning shares of the Company.
- đ. "General Meeting of Shareholders" or "General Meeting" means the General Meeting of Shareholders of the Company.
- e. "Related person" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities, specifically as follows:
 - An enterprise and its internal person; a public fund, a public securities investment company and an internal person of such public fund or public securities investment company;
 - An enterprise and an organization or individual owning more than 10% of the voting shares or capital contribution of that enterprise;
 - An organization or individual which, in relation to another organization or individual, directly or indirectly controls, is controlled by, or jointly with such organization or individual is under common control;
 - An individual and his biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law;
 - A securities investment fund management company and the securities investment funds, securities investment companies managed by such fund management company;

- A contractual relationship in which one organization or individual acts as the representative of another organization or individual;
- Other organizations or individuals that are related persons under the Law on Enterprises.

f. "Non-executive member of the Board of Directors" means a member of the Board of Directors as prescribed in Clause 56, Article 3 of Decree No. 155/2020/ND-CP: a person who is not the Director, Deputy Director, Chief Accountant or other manager appointed by the Board of Directors.

h. "Manager" means the Director, Deputy Director, Chief Accountant and other managers in the Company appointed by the Board of Directors.

i. "Executive Board" means the Director and the Deputy Directors.

2. In this Regulation, references to one or more articles or legal instruments shall include amendments, supplements or replacement instruments thereof.

Article 3. Order and procedures for convening and voting at the General Meeting of Shareholders, including the following principal matters:

1. The person convening the General Meeting of Shareholders must notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date on which the notice of meeting is sent.

2. The notice of convening the General Meeting of Shareholders shall be made by invitation letter sent directly or by post and posted on the Company's website.

3. Registration method for attendance at the General Meeting of Shareholders: shareholders may register to attend directly (or authorize another person to attend) from the time the notice is received until before the General Meeting of Shareholders opens.

4. Voting method: voting ballots shall be calculated on the basis of the voting shares stated in the ballot issued to each shareholder. In particular, the election of members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting.

5. Vote counting method: vote counting shall be conducted in order by aggregating the number of votes in favor, votes against, and finally votes of no opinion.

6. Announcement of vote counting results: the vote counting results shall be announced by the chairperson immediately before the meeting is closed.

7. Method of objecting to a resolution of the General Meeting of Shareholders: a shareholder voting against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders prescribed in the Company's Charter shall have the right to request the Company to repurchase his shares. Such request shall be made in accordance with Article 132 of the Law on Enterprises.

8. The minutes of the General Meeting of Shareholders shall be prepared in accordance with Article 150 of the Law on Enterprises.

9. Disclosure of resolutions of the General Meeting of Shareholders: resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is adopted; where the Company has a website, sending the resolution may be replaced by posting it on the Company's website.

10. Approval of a resolution of the General Meeting of Shareholders by collecting written opinions:

The Board of Directors has the right to collect written opinions from shareholders for the purpose of approving a resolution of the General Meeting of Shareholders when it deems necessary in the interests of the Company.

Procedures for collecting written opinions of shareholders: the Board of Directors prepares the opinion form, draft resolution of the General Meeting of Shareholders, explanatory documents to the draft resolution and sends them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion form.

Cases where written opinions may not be collected: as prescribed in Clause 2, Article 147 of the Law on Enterprises (07 cases).

11. In case the General Meeting of Shareholders is held and a resolution is approved by online conference, the Company's Board of Directors shall issue the Regulation on the Organization of the General Meeting of Shareholders online (attached appendix) and the Regulation guiding electronic voting as a basis for organizing the General Meeting of Shareholders when necessary.

12. The owner's representative agency shall direct the representative of state capital when participating in voting at the General Meeting of Shareholders in accordance with Article 31 of Decree No. 366/2025/ND-CP.

Article 4. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, including the following principal matters:

1. Standards for members of the Board of Directors:

- Members of the Board of Directors must satisfy the standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company's Charter. Members of the Board of Directors may not necessarily be shareholders of the Company. A member of the Board of Directors of the Company may not concurrently be a member of the Board of Directors or Members' Council of more than 05 other companies.
- A member of the Board of Directors must not be a person related by family to the Director and other managers of the Company; or to managers and persons competent to appoint managers of the parent company.
- At least 01 member of the Board of Directors must be a non-executive member.

2. The manner in which shareholders or groups of shareholders self-nominate or nominate persons for election to the position of member of the Board of Directors shall comply with law and the Company's Charter, specifically:

Shareholders holding voting shares have the right to combine their voting rights into a shareholder group to nominate candidates for election to the Board of Directors. If a shareholder or group of shareholders owns voting shares:

Shareholders or groups of shareholders holding from 10% to under 20% may nominate up to one (01) candidate; from 20% to under 30% up to two (02) candidates; from 30% to under 40% up to three (03) candidates; from 40% to under 50% up to four (04) candidates; from 50% to under 65% up to five (05) candidates; and from 65% or more may nominate the maximum number of candidates allowed.

3. Election of members of the Board of Directors must be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.

4. Dismissal and removal of members of the Board of Directors shall be carried out in accordance with Clauses 1 and 2, Article 160 of the Law on Enterprises.

5. Notice of election, dismissal and removal of members of the Board of Directors must be publicly disclosed in accordance with the laws on securities and the securities market..

Article 5. Order and procedures for organizing meetings of the Board of Directors, including the following principal matters:

The Board of Directors must hold a meeting at least once every quarter in accordance with the order prescribed in the Company's Charter and the Company's Internal Regulations on Corporate Governance.

1. Notice of a meeting of the Board of Directors: the invitation letter and meeting documents must be sent to members of the Board of Directors at least five (05) days in advance. Meeting documents include: the agenda, time, venue, and relevant documents, as well as voting slips for members of the Board of Directors who cannot attend. The invitation letter shall be sent by post, fax, email or other appropriate means, provided that it is delivered to the address of each member of the Board of Directors registered with the Company.

2. Conditions for holding a meeting of the Board of Directors: meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by the majority of the members of the Board of Directors.

3. Voting method: each member of the Board of Directors or authorized person under Article 18 of the Company's Charter, who is directly present in his individual capacity at a meeting of the Board of Directors, shall have one (01) vote, except in the case specified at Point 11.2, Clause 11, Article 32 of the Company's Charter (where such member or a person related to such member has

an interest and such interest conflicts or may conflict with the interests of the Company in respect of the matter being voted on).

4. Method of approving a resolution of the Board of Directors: the Board of Directors shall approve decisions and adopt resolutions on the basis of a majority of attending members in favor. In case of a tie between votes in favor and votes against, the vote of the Chairman of the Board of Directors shall be decisive.

5. Minutes of the Board of Directors meeting must be prepared in detail and clearly; the chairperson of the meeting and the minute-taker must sign the minutes. The minutes of the Board of Directors meeting must be retained in accordance with law and the Company's Charter.

6. Resolutions of the Board of Directors must be posted on the Company's website no later than 03 days from the meeting date.

Article 6. Nomination, self-nomination, election, dismissal and removal of Controllers

1. Standards for Controllers:

1.1. A Controller must satisfy the standards and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of the auditing organization approved to audit the Company's financial statements during the preceding 03 years.

1.2. The Head of the Supervisory Board must have a university degree or higher in economics, finance, accounting, auditing, law, business administration or a discipline related to the Company's business activities.

2. The manner in which shareholders or groups of shareholders nominate or self-nominate persons for the position of Controller:

- Eligible shareholders may self-nominate for election as Controllers.
- Shareholders holding voting shares have the right to combine their voting rights into a shareholder group to nominate candidates for election to the Supervisory Board.
- Shareholders or groups of shareholders holding from 10% to under 30% may nominate up to one (01) candidate; from 30% to under 50% up to two (02) candidates; from 50% to under 65% up to three (03) candidates; and from 65% or more may nominate the maximum number of candidates allowed.

3. The election of Controllers shall be carried out in the same manner as the election of members of the Board of Directors.

4. Dismissal and removal of Controllers shall be carried out in accordance with Article 174 of the Law on Enterprises.

5. Notice of election, dismissal and removal of Controllers must be publicly disclosed in accordance with the laws on securities and the securities market.

Article 7. Standards for selecting managers and executives of the Company

1. The standards for the Director and the conditions for serving as Director shall

comply with Clause 5, Article 162 of the Law on Enterprises.

2. Standards and conditions for appointment as Deputy Director:

a. Having full civil act capacity and not falling into the category of persons prohibited from managing enterprises.

b. Being a person with professional qualifications in one or more fields of business management of the Company, capable of organizing, directing and performing the assigned work in the assigned field.

c. In terms of qualifications:

- Must have professional qualifications in one or more fields of business management of the Company at university level or higher.
- Must have at least five (05) years of actual working experience in one or more fields of business management of the Company as of the date of appointment.

3. Standards and conditions for appointment as Chief Accountant and Head of Accounting-Statistics Department of the Company:

a. Not falling into the category of persons prohibited from accounting work as prescribed in Article 51 of the Law on Accounting.

b. In terms of professional ethics: possessing professional ethics, honesty and integrity, and having the awareness to comply with and defend policies, regimes and regulations on economic and financial management under law and the Company's regulations.

c. In terms of qualifications:

- Must have professional qualifications in accounting at university level or higher.
- Must have at least five (05) years of actual experience in accounting as of the date of appointment.
- For the Chief Accountant, must hold a Chief Accountant certificate in accordance with accounting law.

4. Standards and conditions for appointment of other managers (Heads, deputy heads of departments; divisions, sections)

The standards and conditions for appointment shall be the same as the standards and conditions for appointment of the Deputy Director.

Article 8. Order and procedures for appointment of managers and executives of the Company

1. Appointment of the Director:

The Director shall be appointed by the Board of Directors. Members of the Board of Directors may nominate candidates for the position of Director, or the Board of Directors may choose another person as Director. In case there are multiple candidates, the Board of Directors may consider, interview and conduct other work (such as surveying opinions among the Company's key leaders, etc.) in order to select the person to be appointed.

2. Appointment of the Deputy Director, Chief Accountant, Head of Accounting-Statistics Department and other managers:

The positions of Deputy Director, Chief Accountant, Head of Accounting-Statistics Department and other managers shall be appointed by the Board of Directors upon the proposal of the Director.

3. Term of office of managerial positions:

The term of office of the Director, Deputy Director, Chief Accountant and other managers appointed by the Board of Directors shall be five (05) years and may be reappointed.

4. Reappointment of managerial and executive positions:

a. When a manager's term of office expires, the Board of Directors must consider reappointment or non-reappointment. The Board of Directors shall make its decision at least one (01) month before the end of the term of office.

b. Conditions for reappointment:

- Proper completion of assigned responsibilities and duties during the term of office;
- Good moral character;
- No violation of law, State policies and regimes, or the Company's regulations;
- Sufficient health to perform the duties;
- Trusted by the officers and employees of the unit.

Article 9. Cases of dismissal of managers and executives of the Company

Managers and executives of the Company who violate the law and are sentenced to a non-custodial reform penalty or higher, or who fail to complete their duties for 02 consecutive years, shall be dismissed.

When the term of office of a manager or executive expires and surveys show a low level of confidence, the Board of Directors shall consider not reappointing such person.

Article 10. Coordination of activities among the Board of Directors, the Supervisory Board and the Director, including the following principal matters:

1. Procedures and order for convening, meeting notice, minutes, and announcement of meeting results among the Board of Directors, the Supervisory Board and the Executive Board:

- Meetings among the Board of Directors, the Supervisory Board and the Executive Board shall be held at least once every quarter. The chairperson of the meeting shall be the Chairman of the Board of Directors.
- The meeting invitation and meeting documents must be sent to the members at least five (05) days in advance. Meeting documents include: the agenda, time, venue and relevant documents.

- The minutes of the meeting must be prepared in detail and clearly; the chairperson of the meeting, the Director, the Head of the Supervisory Board and the minute-taker must sign the minutes. The meeting minutes must be retained in accordance with law and the Company's Charter.
- The meeting minutes must be posted on the Company's website no later than 03 days from the meeting date.

2. The Director and the Supervisory Board may request the convening of a meeting of the Board of Directors when they consider that there are risks that may cause damage to the interests of the Company.

The Director and the Supervisory Board may seek the opinion of the Board of Directors on matters arising beyond their own decision-making authority under the Company's Charter.

3. The Director must report to the Board of Directors on the performance of the assigned duties and powers regarding the following contents:

- The organizational structure plan and the Company's internal management regulations;
- Proposals of measures to improve the Company's operations and management;
- Recommendations on the number of managers and executives that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with the internal regulations, and recommendations on remuneration, salary and other benefits for managers and executives for the Board of Directors to decide.

4. Every quarter, at the meeting among the Board of Directors, the Supervisory Board and the Executive Board, the Director must present a review and assessment of the implementation of the previous Board of Directors resolution. The review report must clearly state advantages and difficulties, achievements, limitations, measures for promotion and remedies.

5. Matters that the Director must report, provide information on and the manner of notification to the Board of Directors and the Supervisory Board:

- The Director has the right to decide on measures beyond his authority in emergency cases (natural disasters, enemy sabotage, fire, unexpected incidents, etc.) but must be responsible for such decisions. At the same time, he must report immediately to the Board of Directors at the earliest possible time.
- The Director must report and explain losses and poor efficiency in each period of the year and the remedial plan to the Board of Directors and the General Meeting of Shareholders.
- The coordination of control, management and supervision among members of the Board of Directors, Controllers and the Director is as follows:

The Board of Directors is subject to supervision by the Supervisory Board in accordance with the Company's Charter and must create favorable conditions for the Supervisory Board to perform its duties. The Board of Directors or an individual member of the Board of Directors shall be responsible for providing documents and explanations to the Supervisory Board on matters requested by the Supervisory Board.

The Supervisory Board must regularly coordinate with the Board of Directors, notify the Board of Directors of the results of the Supervisory Board's activities; consult the Board of Directors before submitting reports, results and recommendations to the General Meeting of Shareholders.

The Board of Directors, members of the Board of Directors, the Director, Deputy Director, Chief Accountant and other managers must fully and promptly provide information and documents on the Company's business activities at the request of the Supervisory Board, unless otherwise decided by the General Meeting of Shareholders.

The Director is the person who manages the Company's day-to-day business operations; is subject to supervision by the Board of Directors and is responsible before the Board of Directors and before the law for the exercise of the assigned rights and duties. The Director is the highest decision-maker in all production and business management activities of the Company, and is responsible for studying and developing operational plans for submission to the Board of Directors; organizing the implementation of the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

Article 11. Performance evaluation, commendation and discipline for members of the Board of Directors, members of the Supervisory Board, the Director and other managers

1. Annually, based on the functions and assigned duties, the Board of Directors shall organize an assessment of the degree of completion of assigned duties by each member of the Board of Directors and the Director. The Head of the Supervisory Board shall organize an assessment of the degree of completion of assigned duties by each member of the Supervisory Board. The Director shall chair the assessment of managers in the Company on the basis of the Company's operating regulations and the annual operating results of each unit within the Company.

The classification of the assessment of task performance shall be as follows:

- a. Excellent completion of duties.
- b. Good completion of duties.
- c. Completion of duties.
- d. Non-completion of duties.

2. Annually, based on the assessment results of the Board of Directors, the Supervisory Board and the Executive Board, the Director shall submit to the Board of Directors (with respect to the executive apparatus) proposals on the level of commendation for individuals according to the degree of completion of duties.

a. Commendation regime: by cash or in kind under incentive programs for officers and employees (if any).

b. The funding source for commendation shall be deducted from the reward fund and the shareholders' bonus fund when profits exceed the target.

c. Level of commendation: shall be determined on the basis of each year's actual situation to formulate a specific commendation level.

3. With respect to discipline for members of the Board of Directors, Controllers, the Director and other executives:

Annually, based on the assessment of production and business performance, a member of the Board of Directors, the Director and managers who fail to complete their duties with prudence, diligence and professional competence shall bear responsibility for the damages caused by them.

Members of the Board of Directors, the Director and managers, when performing their duties and committing violations of law or the Company's regulations, shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with law. Where damage is caused to the interests of the Company, shareholders or other persons, compensation shall be made in accordance with law.

Article 12. Obligations of honesty and prevention of conflicts of interest for managers of the Company

1. Members of the Board of Directors, members of the Supervisory Board, the Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal instruments.

2. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and their related persons may only use information obtained by virtue of their positions to serve the interests of the public company.

3. Members of the Board of Directors, members of the Supervisory Board, the Director and other managers shall be obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the public company, its subsidiaries, and companies controlled by the public company holding more than 50% of charter capital, with such persons themselves or with their related persons, in accordance with law. With respect to the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the public company must disclose information on such resolutions in accordance with securities law on information disclosure.

4. A member of the Board of Directors shall not vote on a transaction that brings benefits to such member or his related person in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and their related persons shall not use or disclose inside information to others for the purpose of conducting related transactions.

6. The Director must not be a related person of managers, Controllers of the company and its parent company, the representative of state capital, or the representative of enterprise capital at the company and the parent company, as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

Article 13. Transactions with related persons

1. When conducting transactions with related persons, the Company must conclude written contracts on the principle of equality and voluntariness.

2. The Company shall adopt necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of the Company.

Article 14. Transactions with shareholders, managers and related persons of such persons

1. The Company shall not provide loans or guarantees to individual shareholders and their related persons who are individuals, except where the public company is a credit institution.

2. The Company shall not provide loans or guarantees to organizational shareholders and their related persons who are individuals, except where the shareholder is a subsidiary in the case where the subsidiary is a company in which the State does not hold shares or capital contributions and such subsidiary has contributed capital to or purchased shares in the public company before July 1, 2015.

3. The Company shall not provide loans or guarantees to related persons of shareholders that are organizations, except in the following cases:

a) The Company and the organization related to the shareholder are companies within the same group or companies operating in a group structure, including parent company – subsidiary, economic group, and such transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Company's Charter; at the same time, the related organization is not a shareholder of Bac Giang Clean Water Joint Stock Company as prescribed in Clause 2 of this Article;

b) Cases otherwise provided by law.

4. The Company shall only carry out the following transactions upon approval of the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, other managers who are not shareholders and individuals and organizations related to such persons;

In case loans or guarantees are granted to organizations related to members of the Board of Directors, members of the Supervisory Board, the Director, other managers, where Bac Giang Clean Water Joint Stock Company and such organization (except where the organization is a shareholder of Bac Giang Clean Water Joint Stock Company as prescribed in Clause 2 of this Article) are companies within the same group or companies operating in a group structure, including parent company – subsidiary, economic group, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Company's Charter;

b) Transactions having a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, or another lower ratio or value as prescribed in the Company's Charter, between Bac Giang Clean Water Joint Stock Company and one of the following subjects:

- Members of the Board of Directors, members of the Supervisory Board, the Director, other managers and their related persons;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

c) Contracts and transactions of borrowing or sale of assets with a value greater than 10% of the total asset value recorded in the latest financial statements between the Company and a shareholder owning from 51% of the total voting shares or more, or the related person of such shareholder.

5. The Board of Directors shall approve the contracts and transactions specified at Point b, Clause 4 of this Article having a value of less than 35% of the total asset value recorded in the latest financial statements or another lower ratio or value as prescribed in the Company's Charter.

6. The owner's representative agency shall direct the state capital representative when participating in voting at meetings of the Board of Directors in accordance with Article 31 of Decree No. 366/2025/ND-CP.

Article 15. Ensuring the lawful rights of persons with interests related to the Company

1. The Company must fulfill its responsibilities to the community and persons with interests related to the Company in accordance with current law and the Company's Charter.
2. The Company must comply with the provisions of law on labor, environment and society.

Article 16. Information disclosure obligations

1. The Company is obliged to fully, accurately and promptly disclose periodic and extraordinary information in accordance with securities law on information disclosure to shareholders and the investing public. The public company must fully, accurately and promptly disclose other information if such information may affect the price of securities and the decisions of shareholders and investors.
2. The method of information disclosure shall be carried out in accordance with law and the Company's Charter to ensure that shareholders and the investing public have fair access. The language used in disclosure must be clear, easy to understand and avoid misleading shareholders and the investing public.

Article 17. Reporting and disclosure of information on the organizational and operational model of the Company

The Company must report to the State Securities Commission and the Stock Exchange and disclose information on any change in the organizational and operational model within 24 hours from the time the General Meeting of Shareholders decides on such change.

Article 18. Reporting and disclosure of information on corporate governance

1. The Company must report on its corporate governance situation at the Annual General Meeting of Shareholders and disclose such information in the Company's Annual Report in accordance with securities law on information disclosure.
2. The Company is obliged to report and disclose information on its corporate governance situation on a semi-annual basis in accordance with securities law on information disclosure.

Article 19. Disclosure of income of members of the Board of Directors and the Director

The remuneration of each member of the Board of Directors and the salary of the Director and other managers must be 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.

Article 20. Responsibilities for reporting and information disclosure of members of the Board of Directors, members of the Supervisory Board and the Director

In addition to the responsibilities prescribed in Article 12 of this Regulation, members of the Board of Directors, members of the Supervisory Board and the

Director shall be responsible for reporting to the Board of Directors and the Supervisory Board in the following cases:

Transactions between the Company and the company of which such persons are founders or business managers within the 03 years immediately preceding the transaction time.

2. Transactions between the Company and the companies in which the related persons of the above-mentioned subjects are members of the Board of Directors, the Director, or major shareholders.

Article 21. Information disclosure organization

1. The Company shall formulate and promulgate the Company's information disclosure regulation in accordance with the Law on Securities and the guiding instruments.

2. The legal representative or the authorized person in charge of information disclosure of the public company shall have the following responsibilities:

- a) To disclose the Company's information to the investing public in accordance with law and the Company's Charter;
- b) To publicly disclose the working telephone number so that shareholders may easily contact the Company.

Article 22. Implementation provisions

This Regulation consists of 22 Articles and has been approved by the General Meeting of Shareholders on April 25th, 2026. Any amendment or supplement to this Regulation must be submitted to and voted on by the General Meeting of Shareholders.

This Regulation shall take effect from the date of approval by the General Meeting of Shareholders.

Members of the Board of Directors, the Supervisory Board, the Executive Board, and the Heads of departments, divisions and sections of the Company shall be responsible for guiding and organizing the implementation of this Regulation throughout all officers and employees of the Company.

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



Huong Xuan Cong

APPENDIX

REGULATION ON THE ORGANIZATION OF THE ONLINE GENERAL MEETING OF SHAREHOLDERS

*(Attached to the Internal Regulations on Corporate Governance dated April 2⁹th, 2026 of the
Board of Directors of Bac Giang Clean Water Joint Stock Company)*

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of application

This Regulation governs the organization of the online General Meeting of Shareholders of Bac Giang Clean Water Joint Stock Company (hereinafter referred to as the “Company”).

This Regulation specifically sets out the rights and obligations of the parties participating in the online General Meeting of Shareholders, as well as the conditions and procedures for conducting the General Meeting.

Shareholders and participating parties shall be responsible for complying with the provisions of this Regulation.

Article 2. Interpretation of terms

In this Regulation, the terms below shall be construed as follows:

- **Online General Meeting of Shareholders (hereinafter referred to as the “Online General Meeting” or the “General Meeting”):** means a General Meeting of Shareholders at which shareholders entitled to vote attend and vote through an online conference and electronic voting.
- **Access account:** means the login name and password sent in the meeting invitation to shareholders for access to the online General Meeting and electronic voting.
- **Electronic voting:** means shareholders exercising their voting rights in the form of electronic voting via the internet through a system developed by Bac Giang Clean Water Joint Stock Company or provided by the Vietnam Securities Depository and Clearing Corporation (hereinafter referred to as “VSDC”) or another service provider providing electronic voting services to the Company (hereinafter referred to as the “electronic voting service provider”).

Article 3. Conditions for organizing the Online General Meeting

The Board of Directors shall have the right to decide to organize the General Meeting in online form instead of a face-to-face General Meeting if it deems that a face-to-face General Meeting may not be held due to an epidemic, a decision of a competent state authority, or other force majeure events.

CHAPTER II

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND OTHER PARTICIPANTS IN THE ONLINE GENERAL MEETING

Article 4. Rights and obligations of shareholders participating in the Online General Meeting

4.1. Right to attend the General Meeting: A shareholder who is a legal entity, an individual, or a shareholder representative, or a group of shareholders holding voting shares of the Company as of the date of finalizing the list of shareholders entitled to attend the General Meeting, shall have the right to attend the General Meeting.

4.2. Shareholders shall be provided with an access account through the invitation letter to attend the General Meeting and to carry out electronic voting. The access account for attending the General Meeting and conducting electronic voting may be the same account or two separate accounts.

4.3. A shareholder shall be deemed to attend the General Meeting when the following conditions are met:

- The shareholder entitled to attend the General Meeting directly attends or authorizes another person to attend the online General Meeting and vote electronically on matters at the General Meeting.
- The shareholder logs into the system through the access account to attend the online meeting and vote by electronic voting.

Shareholders who do not satisfy the conditions for attending the Online General Meeting shall be deemed not to have attended the General Meeting. The attendance ratio shall be calculated based on the number of shareholders attending the General Meeting divided by the total number of shareholders entitled to attend the General Meeting.

4.4. Rights and obligations of shareholders when participating in the Online General Meeting:

- Shareholders attending the General Meeting shall be entitled to vote on all matters within the authority of the General Meeting in accordance with law and the Company's Charter and Organization and Operation Regulations, by means of electronic voting. Shareholders may follow the content and proceedings of the General Meeting through the Company's live broadcasting system and participate in online discussion and Q&A on matters at the General Meeting in accordance with the approved agenda.
- Shareholders who log in late after the General Meeting has commenced shall have the right to participate and vote immediately on matters that have not yet been voted on, but the validity of the voting rounds already conducted shall not be affected.

- Shareholders are responsible for keeping confidential the login name, password and other identifying factors provided for attending the General Meeting to ensure that only shareholders have the right to vote on the electronic voting system. Shareholders acknowledge the voting results through the electronic voting system provided by the electronic voting service provider.

Article 5. Rights and obligations of the Shareholder Support Board

The Shareholder Support Board shall consist of one (01) Chairperson and other members approved by the General Meeting.

The Shareholder Support Board shall have the following duties:

- To receive complaints and assist in answering issues encountered by shareholders during login to attend the Online General Meeting and conduct electronic voting.
- To receive shareholders' comments via the online chat box and forward them to the Presidium.

Article 6. Rights and obligations of the Vote Counting and Election Board

The Vote Counting and Election Board shall consist of one (01) Chairperson and other members approved by the General Meeting.

The Vote Counting and Election Board shall have the following duties:

- To inspect and supervise the voting of shareholders;
- To receive electronic vote counting results and aggregate the voting result
- To prepare the vote counting minutes and announce them before the General Meeting;
- To hand over the minutes and all voting slips recording the votes to the Chairperson of the General Meeting.

Article 7. Rights and obligations of the Presidium

The Presidium shall consist of one (01) Chairperson and a number of members approved by the General Meeting.

The Presidium shall chair the General Meeting; guide delegates and the General Meeting in discussion; submit draft resolutions and conclusions on matters necessary for the General Meeting to vote on; and answer matters requested by the General Meeting.

The Presidium shall operate on the principle of collective leadership and democratic centralism, conduct the General Meeting lawfully and in an orderly manner, and reflect the wishes of the majority of shareholders and shareholder representatives attending the General Meeting.

Article 8. Rights and obligations of the Secretariat

The Secretariat shall consist of one (01) Chairperson and a number of members. The Secretariat shall have the following duties:

- To record fully and truthfully the entire proceedings of the General Meeting and the matters approved or still noted at the General Meeting;
- To draft the minutes of the General Meeting and the resolutions on matters approved at the General Meeting;
- To assist the Presidium in announcing draft documents, conclusions, resolutions of the General Meeting, and notices of the Presidium to shareholders when requested.

CHAPTER III

ORDER OF CONDUCTING THE ONLINE GENERAL MEETING

Article 9. Conduct of the General Meeting

The General Meeting shall be conducted when the shareholders attending the meeting represent more than 50% of the total voting shares, based on the list of shareholders prepared at the time of convening the General Meeting.

Article 10. Manner of conducting the General Meeting

10.1. The General Meeting is expected to last for one-half of a day.

10.2. The General Meeting shall consider and approve the contents stated in the General Meeting agenda in sequence.

Article 11. Making statements at the General Meeting

For shareholders attending the online General Meeting and voting electronically: shareholders may contribute opinions and make statements on the contents of the General Meeting via the online screen when requested and when invited to speak by the Presidium, or via chat with the General Meeting Support Board. The General Meeting Support Board shall forward such statements to the Chairperson for handling. Each shareholder's speaking time shall not exceed 3 minutes, and the content must be concise and avoid repetition.

Điều 12. Nguyên tắc cổ đông tham gia bỏ phiếu

12.1. General principle:

All matters in the agenda of the General Meeting must be approved by seeking the shareholders' vote in the form of electronic voting, calculated according to the number of shares owned and represented. Each shareholder shall be granted voting rights according to the number of voting shares (owned and represented) of such shareholder.

12.2. Voting method:

The following matters shall be approved by electronic voting in the form of “agree”, “disagree” or “no opinion” for each matter: Approval of the Presidium, Secretariat and Vote Counting Board; Approval of the General Meeting agenda; Approval of the General Meeting Regulation, Voting Rules and Election Rules; Approval of the General Meeting Resolution; Approval of decisions made at the General Meeting, etc.

12.3. Election method:

The election of members of the Company’s Board of Directors and Supervisory Board shall be conducted by electronic voting using the cumulative voting method.

Each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board as approved by the General Meeting.

Article 13. Conducting electronic voting

Where the access account for the electronic voting system is the same as the access account for attending the General Meeting: the shareholder shall review the information related to the voting round posted on the system and shall cast votes on each matter requiring a vote.

Where the access account for the electronic voting system is separate from the access account for attending the General Meeting: the shareholder shall use the access account for the electronic voting system to directly log in to the electronic voting system, review the information related to the voting round posted on the system and cast votes on each matter requiring a vote.

Article 14. Results of electronic voting

14.1. The results of electronic voting during the voting period shall be compiled and calculated by the electronic voting service provider or by the software system of Bac Giang Clean Water Joint Stock Company.

14.2. The Vote Counting and Election Board shall receive the electronic voting results information in order to aggregate the voting results.

Article 15. Adoption of resolutions of the General Meeting

15.1. Resolutions on matters submitted to the General Meeting of Shareholders shall be approved when shareholders representing at least 50% of the total voting shares of all attending shareholders vote in favor, except for the cases specified in Clauses 2 and 3 of this Article.

15.2. Resolutions on the following matters shall be approved if shareholders representing at least 65% of the total voting shares of all attending shareholders vote in favor:

a) Amendments and supplements to the Charter;

- b) Types of shares and the number of shares offered;
- c) Reorganization or dissolution of the enterprise;
- d) Transactions involving the purchase or sale of the Company's assets or the assets of branches carried out with a value of 35% or more of the Company's total assets according to the most recently audited financial statements;
- e) Other cases as prescribed in the Company's Charter.

15.3. Voting for the election of members of the Board of Directors/Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors/Supervisory Board, and the shareholder shall have the right to cumulate all or part of his total votes for one or more candidates.

The elected member(s) of the Board of Directors/Supervisory Board shall be determined in descending order of the number of votes, starting from the candidate with the highest number of votes until the number of members approved by the General Meeting is sufficient. Where two or more candidates receive the same number of votes for the last seat on the Board of Directors/Supervisory Board, a re-vote shall be conducted among the candidates with equal votes or selection shall be made according to the criteria set out in the election rules.

Article 16. Minutes of the General Meeting

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

- a) Name, head office address and enterprise code;
- b) Time and venue of the General Meeting;
- c) Agenda and meeting contents;
- d) Full name of the Chairperson and Secretary;
- dd) Summary of the proceedings and statements made at the General Meeting on each matter in the agenda;
- e) Number of shareholders and total voting shares of attending shareholders, attached list of registered shareholders and shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total number of votes for each matter being voted on, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against and no-opinion votes; corresponding ratio to the total voting shares of attending shareholders;

h) Matters approved and corresponding approval ratio;

i) Signatures of the Chairperson and Secretary.

16.2. The minutes of the General Meeting must be completed and approved before the meeting ends.

16.3. The Presidium and the Secretariat of the General Meeting shall be jointly responsible for the honesty and accuracy of the contents of the General Meeting minutes.

The minutes of the General Meeting shall be sent to all shareholders within 15 days from the date of adjournment of the meeting; sending the minutes may be replaced by posting them on the Company's website.

The minutes of the General Meeting, the attached list of shareholders registered to attend the meeting, the adopted resolutions and the relevant documents attached to the meeting invitation must be kept at the Company's head office.

Article 17. Case where the General Meeting is not successfully organized

17.1. Where the first meeting does not meet the conditions for conduct under Article 9 of this Regulation, a second meeting shall be convened within 30 days from the originally scheduled date of the first meeting. The second convened General Meeting shall be conducted when attending shareholders represent at least 33% of the total voting shares.

17.2. Where the second convened meeting does not meet the conditions for conduct under Clause 1 of this Article, a third meeting shall be convened within 20 days from the originally scheduled date of the second meeting. In this case, the General Meeting shall be conducted regardless of the total voting shares of the attending shareholders.

CHAPTER IV

OTHER PROVISIONS

Article 18. Use of electronic voting services at VSDC

When Bac Giang Clean Water Joint Stock Company chooses to use electronic voting services at VSDC, the VSDC template Regulation guiding the implementation of electronic voting shall govern electronic voting at Bac Giang Clean Water Joint Stock Company's online General Meeting. If there are any inconsistencies between this Regulation and the VSDC template Regulation guiding the implementation of electronic voting, the provisions of the VSDC template Regulation guiding the implementation of electronic voting shall prevail.

Article 19. Effectiveness

19.1. This Regulation consists of 4 Chapters and 19 Articles and shall take effect on the date of signing the promulgation decision.

19.2. Shareholders, representative organizations, and individuals and organizations participating in the Company's online General Meeting shall be responsible for implementing this Regulation.

**BAC GIANG CLEAN WATER JOINT STOCK COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS**



Huong Xuan Cong



THE UNIVERSITY OF CHICAGO PRESS
54 EAST LAKE STREET, CHICAGO, ILL. 60601-3043
TEL: (773) 837-3200 FAX: (773) 837-0841

INTERNET: WWW.UCHICAGO.PRESS.EDU
E-MAIL: ORDER@UCHICAGO.PRESS.EDU



1-800-842-6796
978-0-226-01515-5

Bac Ninh, April 29 th, 2026

**REGULATION ON THE OPERATION OF THE BOARD OF
DIRECTORS OF BAC GIANG CLEAN WATER JOINT STOCK
COMPANY**

Pursuant to the Law on Securities dated November 26th, 2019, as amended and supplemented by Law No. 56/2024/QH15 and the instruments amending, supplementing or replacing it from time to time;

Pursuant to the Law on Enterprises dated June 17th, 2020, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15 and the instruments amending, supplementing or replacing it from time to time;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP and the instruments amending, supplementing or replacing it from time to time;

Pursuant to the Charter of Bac Giang Clean Water Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders N 20/NQ-ĐHĐCĐTN-NSBG. dated April 25th, 2026;

The Board of Directors hereby promulgates the Regulation on the Operation of the Board of Directors of Bac Giang Clean Water Joint Stock Company.

The Regulation on the Operation of the Board of Directors of Bac Giang Clean Water Joint Stock Company includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on the Operation of the Board of Directors provides for the organizational and personnel structure, principles of operation, rights and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the Law on Enterprises, the Company's Charter and other relevant legal provisions.

2. Subjects of application: This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Principles of operation of the Board of Directors



1. The Board of Directors shall operate on a collegial basis. Members of the Board of Directors shall be individually responsible for their assigned work and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors with respect to the development of the Company.
2. The Board of Directors assigns the Director (General Director) to organize and direct the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall enjoy all rights as prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and of units within the Company.
2. Members of the Board of Directors shall have the following obligations, in addition to those prescribed in the Company's Charter:
 - a) To perform their duties honestly and prudently for the highest interests of the shareholders and the Company;
 - b) To attend all meetings of the Board of Directors and express opinions on matters brought for discussion;
 - c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies and other organizations;
 - d) To report to the Board of Directors at its nearest meeting on transactions between the Company, its subsidiaries and other companies over which the Company holds more than 50% of 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 founder or a business manager within the 03 years immediately preceding the transaction date;
 - d) To disclose information when conducting transactions in the Company's shares in accordance with law.
3. Independent members of the Board of Directors of a listed company shall prepare an assessment report on the activities of the Board of Directors.

Article 4. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors shall have the right to request the Director (General

Director), Deputy Directors (Deputy General Directors), and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and of its units.

2. Managers receiving such request shall promptly, fully and accurately provide the information and documents requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed in the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors shall have 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In the event that all members of the Board of Directors complete their terms of office at the same time, such members shall continue to be members of the Board of Directors until new members are elected and take over the work, unless otherwise provided in the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and coordination mechanisms of independent members of the Board of Directors.

Article 6. Standards and conditions of members of the Board of Directors

1. Members of the Board of Directors must satisfy the following standards and conditions:

- a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in business administration or in the field, business line or sector of the Company, and not necessarily being shareholders of the Company, unless otherwise provided in the Company's Charter;
- c) Members of the Board of Directors of the Company may concurrently be members of the Board of Directors of another company;
- d) Members of the Board of Directors must not be persons related by family to the Director (General Director) and other managers of the company; or to managers and persons having authority to appoint managers of the parent company.
- d) Other standards and conditions as prescribed in the Company's Charter.

2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

- a) Not being a person currently working for the Company, its parent company or subsidiary; not having worked for the Company, its parent company or subsidiary for at least the preceding 03 years;
- 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 under 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 younger sibling is a major shareholder of the Company; or a manager of the Company or its subsidiary;
- d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- d) Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding 05 years, except in the case of being appointed for 02 consecutive terms;
- e) Other standards and conditions as prescribed in the Company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors if they no longer satisfy the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be independent members of the Board of Directors from the date they no longer satisfy such standards and conditions. The Board of Directors must report the case where an independent member of the Board of Directors no longer satisfies the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of such notice from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of Director (General Director).
- 3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) To formulate the program and plan of activities of the Board of Directors;
 - b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;

- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he 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. Where there is no authorized person or where the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is serving a compulsory drug rehabilitation measure, is serving a compulsory educational measure, absconds, is restricted or loses civil act capacity, has difficulty in awareness and control of conduct, or is prohibited by a Court from holding office, practicing or performing certain work, the remaining members shall elect one of their members to act as Chairman of the Board of Directors by majority principle until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; compliance with information disclosure obligations, public disclosure of information and administrative procedures;
- d) Other rights and obligations as prescribed in the Company's Charter.

Article 8. Dismissal, removal, replacement and supplementation of members of the Board of Directors

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

- a) Failing to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter and such resignation being accepted;
- c) Suffering from a mental disorder and the other members of the Board of Directors having professional evidence proving that such person no longer has civil act capacity;
- d) Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- đ) As decided by the General Meeting of Shareholders;
- e) Providing false personal information when submitted to the Company as a candidate for the Board of Directors;
- f) Other cases prescribed in the Company's Charter.

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

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases prescribed in the Company's Charter.

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 the cases specified in Clauses 1 and 2 of this Article.

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

- a) The number of members of the Board of Directors is reduced by more than one-third of the number prescribed in the Company's Charter. In this case, the Board of Directors 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 members of the Board of Directors is reduced, failing to ensure the ratio prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members of the Board of Directors at the nearest meeting.

Article 9. Election, dismissal and removal of members of the Board of Directors

1. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors. Where the Company's Charter does not provide otherwise, the nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting of their group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. Where the number of candidates nominated by the shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Shareholders or groups of shareholders holding from 5% to under 10% of the total voting shares shall be entitled to nominate one (01) candidate; from 10% to under 30%, up to two (02) candidates; from 30% to under 40%, up to three (03) candidates; from 40% to under 50%, up to four (04) candidates; from 50% to under 60%, up to five (05) candidates; from 60% to under 70%, up to six (06) candidates; from 70% to 80%, up to seven (07) candidates; and from 80% to under 90%, up to eight (08) candidates.

2. In case the number of candidates for the Board of Directors obtained through nomination and self-nomination is still insufficient to satisfy the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulation on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. Unless otherwise provided in the Company's Charter, voting for the election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cumulate all or part of his total votes for one or more candidates. The elected members of the Board of Directors shall be determined in descending order of the number of votes, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is sufficient. Where two or more candidates receive the same number of votes for the last position on the Board of Directors, a re-vote shall be held among the candidates with

equal votes, or selection shall be made according to the criteria of the election regulations or the Company's Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting principle.

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

1. Where candidates for the Board of Directors have been identified, the Company must disclose relevant information about such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial positions, including positions on the Board of Directors of other companies;
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed by the Company's Charter;
- g) The public company shall be responsible for disclosing information about the companies in which the candidate is serving as a member of the Board of Directors, other managerial positions and the interests related to the company of the candidate for the Board of Directors (if any).

2. Notice of the results of election, dismissal and removal of members of the Board of Directors shall be made in accordance with the information disclosure guidance regulations.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act on behalf of the Company to decide on and exercise the rights and obligations of

the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a) Decide on the development strategy, medium-term development plan and annual business plan of the Company;
- b) Recommend the type of shares and the total number of shares of each type permitted to be offered;
- c) Decide to sell unsold shares within the number of shares permitted to be offered of each type; decide to raise additional capital in another form;
- d) Decide on the sale price of the Company's shares and bonds;
- d) Decide to repurchase shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within its authority and limits prescribed by law;
- g) Decide on market development, marketing and technology solutions;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders in accordance with Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts and terminate contracts with the Director or General Director and other key managers as prescribed in the Company's Charter; decide on the salary, remuneration, bonus and other benefits of such managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;
- k) Supervise and direct the Director or General Director and other managers in the daily conduct of the Company's business operations;
- l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices and on capital contribution or share acquisition in other enterprises;
- m) Approve the agenda, contents and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the

General Meeting of Shareholders to adopt resolutions;

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

o) Recommend dividend levels; decide the time limit and procedures for dividend payment or treatment of losses arising during business operations;

p) Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Regulation on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Regulation on the Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulation;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written opinion solicitation or by other forms as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote.

4. Where any resolution or decision adopted by the Board of Directors contravenes the law, resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for damages; members who voted against such resolution or decision shall be exempt from liability. In such case, the shareholders of the Company shall have the right to request the Court to suspend implementation of or cancel such resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the latest financial statements, or another lower ratio or value as prescribed in the Company's Charter, between the Company and any of the following subjects:

- Members of the Board of Directors, members of the Supervisory Board, the General Director (Director), other managers and their related persons;
- Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company and their related persons;

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

2. The Company's representative signing the contract or transaction must notify members of the Board of Directors and members of the Supervisory Board of the related subjects to such contract or transaction and must enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter provides for another time limit; a member of the Board of Directors having interests related to the parties of the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders

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

- a) The Board of Directors deems it necessary in the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;
- c) At the request of shareholders or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be prepared in multiple copies and collect sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- đ) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

Unless otherwise provided in the Company's Charter, the Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board remaining is less than the minimum number of members prescribed in the Company's Charter, or from the date of receipt of the request specified at Points c and d of Clause 1 of this Article;

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

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints relating to the list of shareholders;

- c) Prepare the agenda and contents of the meeting;
- d) Prepare the documents for the meeting;
- đ) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; the list and detailed information of candidates in case of election of members of the Board of Directors or members of the Supervisory Board;
- e) Determine the time and place of the meeting;
- g) Send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Committees assisting the Board of Directors

1. The Board of Directors may establish subordinate committees in charge of development policy, personnel, remuneration, internal audit and risk management. The number of members of a committee shall be decided by the Board of Directors and shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors / non-executive members of the Board of Directors should constitute the majority of the committee, and one of such members shall be appointed as the Head of the Committee by decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A committee's resolution shall only be valid when approved by the majority of attending members at the committee meeting.
2. The implementation of decisions of the Board of Directors or of its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In case there is more than one member receiving the highest and equal number of votes or voting ratio, the members shall elect by majority principle one of them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold

extraordinary meetings.

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

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

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened at the request, the Chairman of the Board of Directors shall be liable for any damage caused to the Company; the requester shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the invitation notice at least 05 working days before the meeting date. The invitation notice must clearly specify the time and place of the meeting, agenda, matters for discussion and decision. The invitation notice must be accompanied by documents used at the meeting and the voting slip of the member.

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

7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation notice and attached documents to the members of the Supervisory Board in the same manner as for the members of the Board of Directors.

The members of the Supervisory Board shall have the right to attend meetings of the Board of Directors; they may discuss but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened pursuant to this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the date of the originally scheduled meeting. In such case, the

meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Direct attendance and voting at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article
- c) Attendance and voting through online conference, electronic voting or other electronic forms;
- d) Sending voting slips to the meeting by mail, fax or email.

10. In case the voting slip is sent to the meeting by mail, it must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before opening time. The voting slip shall only be opened in the presence of all persons attending the meeting.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his behalf if approved by the majority of the members of the Board of Directors.

12. Unless the Company's Charter provides a higher ratio, resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; in case of a tie, the final decision shall belong to the side supported by the opinion of the Chairman of the Board of Directors.

Article 17. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, electronically recorded and archived in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language, and shall include the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda and contents of the meeting;
- d) Full name of each attending member or authorized attendee and the manner of attendance; full name of absent members and reasons for absence;
- d) Matters discussed and voted upon at the meeting;
- e) Summary of opinions of each attending member in the order of the meeting's proceedings;
- g) Voting results clearly stating members voting in favor, against, and abstaining;

h) Matters approved and the corresponding approval ratio;

i) Full name and signature of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. In case the chairperson or the minute-taker refuses to sign the minutes, but all other attending members of the Board of Directors sign and the minutes contain all contents prescribed at Points a, b, c, d, dd, e, g and h of Clause 1 of this Article, such minutes shall remain valid.

3. The chairperson, minute-taker and signatories to the minutes shall be responsible for the honesty and accuracy of the contents of the minutes of the Board of Directors.

4. The minutes of meetings of the Board of Directors and the documents used at the meeting must be stored at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In case of any discrepancy between the Vietnamese minutes and the foreign-language minutes, the contents of the Vietnamese minutes shall prevail.

Chapter V

REPORTING, DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements
- c) Report on the Company's management and operation performance;
- d) Appraisal report of the Supervisory Board

2. The reports specified at Points a, b and c of 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, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides a longer period. Shareholders holding the Company's shares continuously for at least 01 year shall have the right to directly review the reports specified in this Article by themselves or together with lawyers, accountants or licensed auditors.

Article 19. Remuneration, bonus and other benefits of members of the Board of

Directors

1. The Company has the right to pay remuneration and bonus to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonus. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the remuneration per day. The Board of Directors shall estimate the remuneration for each member on the basis of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax law, separately stated in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees of the Board of Directors or performing tasks outside the ordinary scope of duties of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment per occasion, salary, commission, profit percentage or in another form as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses they have paid when performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may be insured for liability by the Company after approval of the General Meeting of Shareholders. Such insurance shall not include insurance for liabilities of members of the Board of Directors relating to violations of law and the Company's Charter.

Article 20. Disclosure of related interests

Unless the Company's Charter provides stricter requirements, the disclosure of interests and related persons of the Company shall be implemented as follows:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:
 - a) Name, enterprise code, head office address, business lines of the enterprise in which they hold capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly own or separately own capital contributions or shares exceeding 10% of charter capital.

2. The declaration prescribed in Clause 1. of this Article must be made within 07 working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Any member of the Board of Directors acting in his own name or in the name of another person to perform work in any form within the scope of the Company's business activities must explain the nature and content of such 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 such work is performed without disclosure or without the approval of the Board of Directors, all income obtained from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors is a coordinating relationship, and the members of the Board of Directors are responsible for informing each other of related matters in the process of handling assigned work.

2. During the performance of assigned work, the member of the Board of Directors assigned as the primary person shall proactively coordinate in handling matters related to the field assigned to another member of the Board of Directors. In case of differing opinions among members of the Board of Directors, the primary responsible member shall report to the Chairman of the Board of Directors for consideration and decision within his authority, or organize a meeting or solicit opinions of the members of the Board of Directors in accordance with law, the Company's Charter and this Regulation.

3. In case responsibilities are reassigned among members of the Board of Directors, such members must hand over the relevant work, files and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

Article 22. Relationship with the executive management

In its governance role, the Board of Directors issues resolutions for the General Director (Director) and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of such resolutions.

Article 23. Relationship with the Supervisory Board or the Audit Committee

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is a coordinating relationship. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee shall be based on equality and independence, while ensuring close coordination and mutual support in the performance of tasks.
2. Upon receiving inspection minutes or summary reports from the Supervisory Board or the Audit Committee, the Board of Directors shall study them and direct relevant departments to develop and promptly implement corrective plans.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

This Regulation on the Operation of the Board of Directors of Bac Giang Clean Water Joint Stock Company consists of 07 Chapters and 24 Articles and shall take effect from April 25 th, 2026./.

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

(Signature, full name and seal)


Huong Xuan Cong

**BAC GIANG CLEAN WATER
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Bac Ninh, April 29th, 2026



**REGULATION ON THE OPERATION OF THE SUPERVISORY BOARD
OF BAC GIANG CLEAN WATER JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26th, 2019, as amended and supplemented by Law No. 56/2024/QH15 and the instruments amending, supplementing or replacing it from time to time;

Pursuant to the Law on Enterprises dated June 17th, 2020, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15 and the instruments amending, supplementing or replacing it from time to time;

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, as amended and supplemented by Decree No. 245/2025/ND-CP and the instruments amending, supplementing or replacing it from time to time;

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;

Pursuant to the Charter of Bac Giang Clean Water Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No20/NQ_DHĐCĐTN-NSBG dated April 25th, 2026;

The Supervisory Board hereby promulgates the Regulation on the Operation of the Supervisory Board of Bac Giang Clean Water Joint Stock Company.

Regulation on the Operation of the Supervisory Board of Bac Giang Clean Water Joint Stock Company includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Regulation on the Operation of the Supervisory Board

provides for the organizational structure, personnel, standards, conditions, rights and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Company's Charter and other relevant regulations.

2. Subjects of application: This Regulation applies to the Supervisory Board and its members.

Article 2. Principles of operation of the Supervisory Board

The Supervisory Board shall operate on a collegial basis. Members of the Supervisory Board shall be individually responsible for their assigned duties and collectively responsible before the General Meeting of Shareholders and before the law for all activities and decisions of the Supervisory Board.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD (CONTROLLERS)

Article 3. Rights, obligations and responsibilities of members of the Supervisory Board

1. Comply with laws, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.
2. Perform assigned rights and obligations honestly, prudently and to the best of their ability to ensure the maximum lawful interests of the Company.
3. Be loyal to the interests of the Company and its shareholders; not abuse their position, title or use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. Perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.
5. In case of violation of Clauses 1, 2, 3 and 4 of this Article causing damage to the Company or other persons, the member of the Supervisory Board must bear personal or joint liability for compensation. Any income and other benefits obtained from such violations must be returned to the Company.
6. Upon detecting violations by any member of the Supervisory Board, such violations must be notified in writing to the Supervisory Board, requesting the violator to cease the violation and remedy the consequences.

Article 4. Term and number of members of the Supervisory Board

1. The Supervisory Board shall consist of 03 members. The term of office of a member shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Company.
3. More than half of the members must reside in Vietnam.
4. In case the term expires but new members have not yet been elected, the incumbent members shall continue to perform their duties until new members are elected and assume office.

Article 5. Standards and conditions of members of the Supervisory Board

1. A member of the Supervisory Board must satisfy the following standards and conditions:
 - a) Not falling into cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional training in economics, finance, accounting, auditing, law, business administration or a discipline relevant to the Company's business activities;
 - c) Not being a family member of members of the Board of Directors, the Director (General Director) or other managers;
 - d) Not being a manager of the Company; not necessarily a shareholder or employee unless otherwise provided in the Charter;
 - đ) Not working in the accounting or finance department of the Company;
 - e) Not being a member or employee of an auditing firm approved to audit the Company's financial statements within the preceding 03 years;
 - g) Not being a family member of managers of the Company and its parent company; representatives of capital of enterprises or State capital representatives at the parent company and the Company;
 - h) Other standards and conditions as prescribed by relevant laws and the Company's Charter.

Article 6. Head of the Supervisory Board

1. The Head must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration or a related field, unless the Charter provides higher standards.



2. The Head shall be elected by the Supervisory Board from among its members; election, dismissal and removal shall be decided by majority.

3. Rights and obligations shall be prescribed in the Company's Charter.

Article 7. Nomination and candidacy of members of the Supervisory Board

1. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the right to nominate persons for election to the Supervisory Board. Where the Company's Charter does not provide otherwise, the nomination of persons for election to the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons for the Supervisory Board must notify the shareholders attending the meeting of their group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Supervisory Board, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Supervisory Board. Where the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Shareholders or shareholder groups holding from 5% to under 10% shall be entitled to nominate a maximum of 01 candidate; from 10% to under 30%, a maximum of 02 candidates; from 30% to under 40%, a maximum of 03 candidates; from 40% to under 50%, a maximum of 04 candidates; and from 50% to under 60%, a maximum of 05 candidates.

2. In case the number of candidates for the Supervisory Board obtained through nomination and self-nomination is still insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall introduce additional candidates or organize nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulation on the Operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 8. Procedures for election, dismissal and removal of members of the Supervisory Board

1. The election, dismissal and removal of members of the Supervisory Board shall fall within the competence of the General Meeting of Shareholders.
2. Unless otherwise provided in the Company's Charter, the voting for the election of members of the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected of the Supervisory Board, and the shareholder has the right to cumulate all or part of his total votes for one or more candidates. The elected members of the Supervisory Board shall be determined in descending order of the number of votes, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company's Charter is met. In case two or more candidates receive the same number of votes for the last position on the Supervisory Board, a re-election shall be conducted among the candidates receiving equal votes, or selection shall be made according to the criteria specified in the election rules or the Company's Charter.

Article 9. Cases of dismissal and removal of members of the Supervisory Board

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:
 - a) The member no longer satisfies the standards and conditions to act as a member of the Supervisory Board under Article 169 of the Law on Enterprises;
 - b) The member submits a resignation letter and such resignation is accepted;
 - c) Other cases as prescribed by the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:
 - a) Failure to complete assigned duties and tasks;
 - b) Failure to exercise his rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeated violations or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;
 - d) Other cases as decided by the resolution of the General Meeting of Shareholders.

Article 10. Notice of election, dismissal and removal of members of the Supervisory Board

1. Where candidates for the Supervisory Board have been identified, the Company must disclose relevant information about such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before voting. Candidates for the Supervisory Board must provide a written commitment to the honesty and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Supervisory Board. Information related to candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions;
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed by the Company's Charter;
- g) The Company shall be responsible for disclosing information about the companies in which the candidate is currently holding management positions and the interests related to the Company of the candidate for the Supervisory Board (if any).

2. Notice of the results of election, dismissal and removal of members of the Supervisory Board shall be made in accordance with the regulations guiding information disclosure.

Chapter III

THE SUPERVISORY BOARD

Article 11. Rights, obligations and responsibilities of the Supervisory Board

1. The Supervisory Board shall supervise the Board of Directors and the Director or General Director in the management and operation of the Company.
2. It shall examine the reasonableness, legality, honesty and prudence in the management and operation of business activities; the systematic nature, consistency and suitability of accounting, statistics and financial statement preparation.
3. It shall assess the completeness, legality and honesty of the Company's business

performance reports, annual and 06-month financial statements, and the report evaluating the Board of Directors' management work, and shall submit the assessment report at the Annual General Meeting of Shareholders. It shall review contracts and transactions with related persons falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. It shall review, inspect and assess the effectiveness and efficiency of the Company's internal control system, internal audit, risk management and early warning system.

5. It shall examine the accounting books, accounting records and other documents of the Company, and the management and operation of the Company's business activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises.

6. Upon a request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of such request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal operations of the Board of Directors or interrupt the management of the Company's business activities.

7. It shall recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure, supervision and operation of the Company's business activities.

8. Upon detecting any member of the Board of Directors, the Director or General Director violating the provisions of Article 165 of the Law on Enterprises, it must immediately notify the Board of Directors in writing, request the violator to cease the violation and adopt measures to remedy the consequences.

9. It shall attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

10. It may use independent consultants and the Company's internal audit department to perform the assigned tasks.

31
31
HAI
SA
GIA
BAC

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. It shall inspect specific matters relating to the management and operation of the Company at the request of shareholders.
13. It shall request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. It shall replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.
15. It shall request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. It shall examine, extract and copy part or all of the contents of the declaration of the List of related persons and related interests declared under Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. It shall propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; approved auditing organizations to inspect the Company's activities when deemed necessary.
18. It shall be responsible before the shareholders for its supervisory activities.
19. It shall supervise the Company's financial situation and the compliance with law by members of the Board of Directors, the Director (General Director), and other managers in their activities.
20. It shall ensure coordination of activities with the Board of Directors, the Director (General Director) and shareholders.
21. In case a violation of law or the Company's Charter by a member of the Board of Directors, the Director (General Director) or other business executives is detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and adopt measures to remedy the consequences.
22. It shall formulate the Regulation on the Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

23. It shall witness the Board of Directors' vote counting and prepare the vote counting minutes if so requested by the Board of Directors in the case of collecting shareholders' opinions in writing for the purpose of approving a resolution of the General Meeting of Shareholders.

24. The Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairperson of the meeting in case the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In such case, the person with the highest number of votes shall chair the meeting.

25. It shall exercise other rights and obligations in accordance with the Law on Enterprises, the Company's Charter and resolutions of the General Meeting of Shareholders.

Article 12. The Supervisory Board's Right to be Provided with Information

1. Documents and information shall be sent to members of the Supervisory Board at the same time and by the same method as for members of the Board of Directors, including:

- a) Meeting invitation notices, opinion solicitation forms for members of the Board of Directors and attached documents;
- b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the Director or General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Supervisory Board shall have the right to access files and documents of the Company kept at the head office, branches and other locations; and shall have the right to visit the working places of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managers shall fully, accurately and promptly provide information and documents concerning the management, operation and business activities of the Company at the request of a member of the Supervisory Board or the Supervisory Board.

Article 13. Responsibilities of the Supervisory Board in convening an extraordinary General Meeting of Shareholders

1. The Supervisory Board shall be responsible for replacing the Board of Directors in

16.
Y
V
CH
NG
NIT

convening the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

- a) The number of remaining members of the Board of Directors and the Supervisory Board is less than the number prescribed by law;
 - b) Upon request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises;
 - c) When the Supervisory Board requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors does not comply, unless otherwise provided in the Company's Charter.
2. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate for damages arising to the Company.
 3. The costs of convening and conducting the General Meeting of Shareholders under Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE SUPERVISORY BOARD

Article 14. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year, and the number of members attending the meeting must be at least two-thirds (2/3) of the members of the Supervisory Board.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the Director (General Director) and representatives of the approved auditing organization to attend and answer matters requiring clarification.

Article 15. Minutes of meetings of the Supervisory Board

Minutes of the meetings of the Supervisory Board shall be prepared in detail and clearly. The person recording the minutes and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board meetings shall be retained in order to determine the responsibility of each member of the Supervisory Board.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of Annual Reports

The reports of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the business performance of the Company and on the performance of the Board of Directors and the Director (General Director) for submission to the Annual General Meeting of Shareholders for approval.
2. A self-assessment report on the performance results of the Supervisory Board and its members.
3. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board.
4. A summary of the meetings of the Supervisory Board and its conclusions and recommendations; results of supervision over the Company's operations and financial situation.
5. An assessment report on transactions between the Company, its subsidiaries and other companies in which the Company holds control of more than fifty percent (50%) of charter capital, and members of the Board of Directors, the Director (General Director) and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founder or a business manager within the 03 years immediately preceding the transaction time.
6. Results of supervision over the Board of Directors, the Director (General Director) and other business executives.
7. Results of the assessment of the coordination of activities between the Supervisory Board and the Board of Directors, the Director (General Director) and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing organizations to audit the Company's financial statements; approved auditing organizations to inspect the Company's activities when deemed necessary.

Article 17. Salary and other benefits

Unless otherwise provided in the Company's Charter, the salary, remuneration, bonus and other benefits of members of the Supervisory Board shall be implemented as follows:

1. Members of the Supervisory Board shall be paid salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonus, other benefits

and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with regulations on corporate income tax, other relevant legal provisions and shall be separately itemized in the Company's annual financial statements.

Article 18. Disclosure of related interests

1. Members of the Supervisory Board of the Company must declare to the Company their related interests, including:

a) The name, enterprise code, head office address, business lines of the enterprise that they own or in which they hold capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) The name, enterprise code, head office address, business lines of the enterprise that their related persons own, co-own or separately own capital contributions or shares exceeding 10% of charter capital.

2. The declaration under Clause 1 of this Article must be made within 07 working days from the date the related interest arises; amendments or supplements must be notified to the Company within 07 working days from the date of the relevant amendment or supplement.

3. Members of the Supervisory Board and their related persons may only use information obtained by virtue of their position for the benefit of the Company.

4. Members of the Supervisory Board must notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries and other companies in which the Company holds control of more than fifty percent (50%) of charter capital, and members of the Supervisory Board or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about such resolutions in accordance with securities law on information disclosure.

5. Members of the Supervisory Board and their related persons must not use or disclose inside information to others for the purpose of carrying out related transactions.

Chapter VI

RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 19. Relationship among members of the Supervisory Board

Members of the Supervisory Board shall have an independent relationship, not dependent on one another, but shall coordinate and cooperate in common work to ensure proper performance of the responsibilities, rights and duties of the Supervisory Board in accordance with law and the Company's Charter. The Head of the Supervisory Board shall coordinate the general work of the Supervisory Board but shall have no authority to dominate the members of the Supervisory Board.

Article 20. Relationship with the executive board

The Supervisory Board shall have an independent relationship with the Company's executive board and shall act as the body performing the supervisory function over the activities of the executive board.

Article 21. Relationship with the Board of Directors

The Supervisory Board shall have an independent relationship with the Company's Board of Directors and shall act as the body performing the supervisory function over the activities of the Board of Directors.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 22. Effectiveness

This Regulation on the Operation of the Supervisory Board of Bac Giang Clean Water Joint Stock Company consists of 07 Chapters and 22 Articles and shall take effect from April 25th, 2026./

**FOR AND ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**

(Signature, full name and seal)



Nguyen Thi Thanh Thuy

...the ... of the ... and the ... of the ...

...

...

...

... the ... of the ... and the ... of the ...

...

...

...

...

...

...

...

...

...

...

...

...

...

...