

No: 12/TTr-HĐQT

Thai Nguyen, March 25, 2025

SUBMISSION

**Regarding the proposal to promulgate the Operating Regulations of the Board
of Directors**

To: General Meeting of Shareholders of Thai Nguyen Clean Water Joint Stock
Company

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022;

*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;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the
Ministry of Finance guiding a number of articles on corporate governance
applicable to public companies in 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 Thai Nguyen Clean Water Joint Stock Company;

*Pursuant to Resolution No. 26/NQ-ĐHĐCĐ dated June 28, 2024 of the
Annual General Meeting of Shareholders of Thai Nguyen Clean Water Joint Stock
Company in 2024;*

*Pursuant to Minutes No. 06/BB-HĐQT dated March 25, 2025 of the Board
of Directors of Thai Nguyen Clean Water Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of
Shareholders for approval and promulgation of the Company's Board of Directors'
Operating Regulations. Thai Nguyen Clean Water Joint Stock Company.

(Draft of the Board of Directors' Operating Regulations is attached)

Respectfully submit to the General Meeting of Shareholders for
consideration, approval and promulgation./.

Recipient:

- As above;
- VT, Board of Directors.

**TM. BOARD OF DIRECTORS
TUQ. CHAIRMAN
MEMBER**



Nguyen Xuan Hoc

SOCIALIST REPUBLIC OF VIETNAM
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(DRAFT)

RULES
ACTIVITIES OF THE BOARD OF DIRECTORS
THAI NGUYEN CLEAN WATER JOINT STOCK
COMPANY

(Attached to Submission No. 12/TTr-HĐQT dated March 25, 2025)
of the Board of Directors of Thai Nguyen Clean Water Joint Stock Company)

Thai Nguyen, 2025

RULES**ACTIVITIES OF THE BOARD OF DIRECTORS**

*(Attached to Submission No. 12/TTr-HĐQT dated March 25, 2025)
of the Board of Directors of Thai Nguyen Clean Water Joint Stock Company)*

Chapter I**GENERAL PROVISIONS****Article 1. Scope of regulation and applicable subjects**

1. Scope of regulation: The Board of Directors' operating regulations stipulate the organizational structure, personnel, operating principles, powers and obligations of the Board of Directors and its members to operate in accordance with the provisions of the Enterprise Law, the Company Charter and other relevant legal provisions.

2. Applicable subjects: This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates on a collective basis. Members of the Board of Directors are personally responsible according to the decision on task assignment. of the Board of Directors and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II**Board Member****Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by relevant laws and the Company's Charter, including the right to be provided with information and documents on the Company's financial situation and business operations .

2. Members of the Board of Directors have the rights and obligations as prescribed in Clause 2, Article 43 of the Company Charter and the following obligations:

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

b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c) Timely and fully report to the Board of Directors on remuneration received from Subsidiaries, Affiliates and other organizations;

d) Report to the Board of Directors at the most recent meeting on transactions between the Company, Subsidiaries, and other Companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and Companies in which members of the Board of Directors are

founding members or business managers within the last 3 years prior to the time of the transaction;

d) Disclose information when trading the Company's shares in accordance with the provisions of law.

Article 4. Right to information provision of Board of Directors members

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company.

2. The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. The order and procedures for requesting and providing information are prescribed in the Company Charter.

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

1. The Board of Directors has 05 members.

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

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

Article 6. Standards and conditions for membership in the Board of Directors

Board members must have the following qualifications and conditions:

1. Have full civil act capacity, not be subject to prohibition from managing enterprises according to the provisions of Clause 2, Article 17 of the Law on Enterprises;

2. University degree or higher, legal knowledge and professional qualifications, experience and business management capacity;

3. A member of the Board of Directors of a Company may concurrently be a member of the Board of Directors of another Company.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

2. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop programs and plans for the Board of Directors' activities;

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

c) Organize the adoption of resolutions and decisions of the Board of Directors;

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

d) Chair the General Meeting of Shareholders;

e) After consulting with the Board of Directors, the Chairman of the Board of Directors shall propose to the Board of Directors the appointment, dismissal, removal, commendation and discipline of the following positions: General Director, Deputy General Director, Chief Accountant, Person in charge of administration, Secretary, Chairman of the Subsidiary, Head of Representative Office, Representative of the Company's capital management in other enterprises and organizations and equivalent positions; propose their salaries, allowances and other benefits.

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

3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

4. When deemed necessary, the Chairman of the Board of Directors shall recruit a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company's Charter.

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

1. General Meeting of Shareholders dismisses members of the Board of Directors in the following cases:

a) Not meeting the standards and conditions as prescribed in Article 42 of the Company Charter ;

b) Have a resignation letter and it is accepted;

c) A member of the Board of Directors is a shareholder but later transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not meet the qualifications to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter.

d) A member of the Board of Directors who is an authorized representative or nominee of a shareholder but has had his/her authorized representative or nominee status revoked or the shareholder has transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not

meet the criteria to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter.

2 . General meeting of shareholders dismisses members of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

b) A member of the Board of Directors embezzles the Company's assets or intentionally violates the provisions of law and the Company's Charter, causing serious damage to the Company's assets, reputation and brand.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

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

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

Article 9. Method of electing, dismissing and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out as follows:

a) Common shareholders forming a group must sign a written confirmation to nominate people to the Board of Directors and the Board of Supervisors and must send a written notice of the group meeting to the shareholders attending the 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 has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 23 of the Company's Charter , the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions

of the Company's Charter, the Internal Regulations on Corporate Governance and the Board of Directors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting as prescribed in Clause 3, Article 35 of the Company Charter.

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

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

The announcement of the results of election, dismissal and removal of members of the Board of Directors shall comply with the regulations guiding information disclosure on the stock market .

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following rights and obligations:

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

b) Propose and submit to the General Meeting of Shareholders on the types of shares and total number of shares of each type offered for sale;

c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;

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

d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 16 of the Company Charter;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

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

h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report ; except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2 , Article 27, Clauses 1 and 3, Article 67 of the Company's Charter;

i) Elect, appoint, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director , Chief Accountant , Person in charge of administration,

Secretary, Assistant, Chairman of the subsidiary, Head of branch, Head of representative office, Representative of the Company's capital in the enterprise, equivalent positions; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;

k) Approve the personnel plan for the General Director to sign the appointment decision for other management positions in the Company from the department head level and equivalent or lower;

l) Supervise and direct the General Director and other managers in the daily business operations of the Company;

m) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises;

n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

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

p) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

q) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

r) Decision to issue the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors after being approved by the General Meeting of Shareholders;

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

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, by obtaining written opinions or by other forms chosen by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

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

1. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:

a) Shareholders, authorized representatives of shareholders being organizations owning more than 10% of the total common shares of the Company and their related persons;

b) Members of the Board of Directors, General Director and their related persons;

c) Enterprises whose members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare according to the provisions of Clause 2, Article 64 of the Company Charter .

2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller ratio or value if the Board of Directors deems it necessary. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the entities related to such contract or transaction and enclose a draft contract or the main content 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 notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

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

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

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

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

c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 23 of the Company Charter ;

d) At the request of the Board of Supervisors;

d) Other cases as prescribed by law.

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date of occurrence of the case specified in Point b, Clause 1 of this Article or from receipt of a request to convene a meeting specified in Point c and Point d, Clause 1 of this Article . In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the Company for any damage arising.

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General

Meeting of Shareholders as prescribed by the Law on Enterprises . In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the Company for any damages arising.

4. In case the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders prescribed in Clause 2, Article 23 of the Company's Charter has the right to represent the Company to convene the General Meeting of Shareholders as prescribed in the Company's Charter.

5. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Make a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the list of shareholders;
- c) Prepare meeting agenda and content;
- d) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
- e) Determine the time and place of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of the Company Charter;
- h) Other work serving the meeting.

6. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clauses 2, 3 and 4 of this Article will be reimbursed by the Company.

Article 14. Subcommittees assisting the Board of Directors.

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. A non-executive member of the Board of Directors shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

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

Chapter IV BOARD MEETING

Article 15. Board of Directors Meeting

1. Chairman 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 with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors;
- b) At the request of the Board of Directors or at least 05 other managers;
- c) There is a proposal from at least 02 members of the Board of Directors;
- d) There is a request from the Independent Auditor who is auditing the Company's Financial Statements.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions 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 as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the enterprise ; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach 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 convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date

of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Sending ballots by other means.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 16. Minutes of Board of Directors meeting

1. Minutes of meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose, agenda and content of the meeting;
- c) Time and place of meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in chronological order;
- g) Voting results, clearly stating the members who agree, disagree and have no opinion;
- h) Issues approved;
- i) Full name and signature of the chairman and the person taking the minutes.

2. In case the chairperson or the minutestaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, then these minutes shall be valid. The

meeting minutes shall clearly state that the chairperson or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minutestaker shall be personally responsible for damages incurred to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, the Company Charter and relevant laws.

3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

Chapter V

REPORTING AND DISCLOSING BENEFITS

Article 17. Annual report submission

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

- the company 's business results ;
- b) Financial statements;
- c) Report on evaluation of the management and operation of the Company;
- d) Audit report of the Board of Supervisors.

2. The Company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.

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

4. The reports specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. The Board of Directors estimates the remuneration for each member monthly, based on the principle of consensus . The total remuneration and bonuses

of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. Board members shall be reimbursed for their meals, accommodation, travel and other reasonable expenses incurred in performing their assigned duties.

4. Remuneration The salary of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown 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 19. Method of payment of remuneration to members of the Board of Directors

1. Every month, the Board of Directors members will advance 90% of the planned remuneration and will finalize it at the end of the fiscal year.

2. Based on annual business performance, members of the Board of Directors receive remuneration based on the ratio of realized profit to planned profit, specifically:

- If actual profit increases compared to the plan, the remuneration of the Board of Directors members will increase accordingly, but not exceed 110% of the planned remuneration.

- If actual profit decreases compared to the plan, the remuneration of the Board of Directors members will decrease accordingly, but not lower than 90% of the planned remuneration.

Article 20. Disclosure of related interests

The disclosure of the Company's interests and related persons shall be carried out in accordance with the following provisions:

1. The Company must compile and update the list of related persons of the Company as prescribed in Clause 8, Article 1. The Company's Charter and their respective contracts and transactions with the Company .

2. Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare their related interests with the Company, including:

- a) Name, enterprise code, head office address, business lines of the enterprise in which they own or own capital contributions or shares; ratio and time of ownership or ownership of such capital contributions or shares;

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

3. The declaration specified in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement .

4. The retention, disclosure, review, extraction and copying of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:

a) The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of related persons and related interests is kept at the head office of the enterprise; if necessary, part or all of the above list can be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Board of Supervisors, General Director or General Director and other managers have the right to review, extract and copy part or all of the declared content;

d) The Company must create conditions for the persons specified in Point c of this Clause to access, review, extract, and copy the list of related persons and related interests in the fastest and most convenient manner; it must not prevent or cause difficulties for them in exercising this right. The order and procedures for reviewing, extracting, and copying the content of the declaration of related persons and related interests shall be implemented according to the provisions of the Company Charter.

5. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

Chapter VI BOARD RELATIONSHIP

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if there is an issue related to the field under the responsibility of another member of the Board of Directors. In case there are different opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to authority or organize a meeting or seek opinions of the members of the Board of Directors according to the provisions of law, the Company Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors about such handover.

Article 22. Relationship with the Executive Board

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

Article 2 3. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of duties.

2. Upon receiving the inspection reports or summary reports of the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

Chapter VII

TERMS OF IMPLEMENTATION

Article 2 4. Entry into force

The Regulations on the Operation of the Board of Directors of Thai Nguyen Clean Water Joint Stock Company include 7 chapters, 24 articles and take effect from April 26 , 2025. /.

**TM. BOARD OF DIRECTORS
CHAIRPERSON**

Nguyen Quang Mai