

Vinh city, 30 june,2025

DRAFT REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Enterprises no 59/2020/QH2014 dated January 1th 2021;

Pursuant to the Law on Securities no 54/2019/QH2014 dated November 26th 2019 and documents guiding its implementation;

Pursuant to the Decree No.: 155/2020/NĐ-CP dated December 31st 2020 of the Government stipulating in details the implementation of some Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC on December 31st 2020 of the Minister of Finance guiding articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP on December 31st 2020 of the Government stipulating in details the implementation of some Articles of the Law on Securities;

Pursuant to the Charter of VNECO3 Electrical Construction Joint Stock Company;

Pursuant to the Resolution No.: dated General Meeting of Shareholders;

The Board of Directors promulgates the Operating Regulations of the Board of Directors of VNECO3 Power Construction Joint Stock Company;

The operating regulations of the Board of Directors of VNECO3 Electrical Construction Joint Stock Company include the following contents:

Chapter I **GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Governing scope: Regulations on Operation of the Board of Directors stipulates the personnel organization structure, operational principles, rights, and obligations of the Board of Directors and members of the Board of Directors to ensure conformity with the Law on Enterprises, the Company Charter, and other relevant laws and regulations.
2. Applicable entities: This Regulation applies to the Board of Directors and all members of the Board of Directors.

Articles 2: Operational principles of the Board of Directors

1. The Board of Directors shall work on the principle of collective responsibility. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and jointly responsible to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors on the development of the Company.
2. The Board of Directors shall designate the Director (General Director) to organize the implementation of resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors have all rights as prescribed by the Law on Enterprises, Law on Securities, relevant laws and the Company's Charter, including rights to be provided with information and documents on the financial situation, business operation of the Company and its affiliates.
2. In addition to the obligations as specified in the Company's Charter, each member of the Board of Directors must:
 - a) To perform in an honest and prudent manner for the best interests of the Shareholders and the Company;
 - b) To attend all meetings of the Board of Directors and comment on the raised issues;
 - c) To promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations of the Company;
 - d) To report the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries or other companies with over 50% or more of the charter capital controlled by the Company and member(s) of the Board of Directors and/or their related person(s); transactions between the Company and another company in which a member of the Board of Directors is a founding member or a manager within the last three (03) years prior to the transaction date.
 - e) To disclose information when trading shares of the Company in accordance with the law.
3. The independent members of the Board of Directors shall make reports on the evaluation of the activities of the Board of Directors.

Articles 4. Rights of members of the Board of Directors to be provided with information

1. Members of the Board of Directors are entitled to request the General Director, Executive Directors and other managers in the Company to provide information and documents relating to the financial situation and business operations of the Company and of its units.
2. A requested manager shall promptly, adequately and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information shall be provided in the Internal Regulations on Corporate Governance.

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

1. The board of directors has five 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 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, unless otherwise provided in the Company Charter.
4. The company charter specifically stipulates the number, rights, obligations, organization and coordination of activities of independent members of the Board of Directors.

Article 6. Criteria and requirements for the members of the Board of Directors

1. Members of the Board of Directors must satisfy the following criteria and requirements:

- a) Not being the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration or in the fields, sectors or business lines of the Company and not necessarily being a shareholder of the Company, unless otherwise provided by the Company Charter;
 - c) A member of the Board of Directors may concurrently be a member of the Board of Directors of five (05) other companies at the maximum.
 - d) Other standards and conditions as prescribed in the Company Charter and internal regulations on corporate governance.
2. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:
- a) Not working for the same Company, parent company or a subsidiary of the Company; not used to work for the Company, parent company or a subsidiary of the Company during at least the last three (03) consecutive years.
 - b) Not currently being receiving salaries and remuneration from the Company, except for the allowance to which members of the Board of Directors are entitled as per regulations.
 - c) Not being a person whose spouse, biological parents, adoptive parents, biological children, adopted children or siblings are major shareholders of the Company; not being a manager of the Company or its subsidiary companies;
 - d) Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the Company;
 - e) Not being a person who used to be a member of the Board of Directors of the Company over the last five (05) consecutive years; unless he/she is designated for two (02) consecutive terms.
3. Independent member of the Board of Directors shall notify the Board of Directors when he or she no longer fully satisfies the requirements specified in Clause 2 of this Article and obviously no longer an independent member from the day on which such requirements are not fully satisfied. Then, subject to decision of the Board of Directors, that member shall not participate in any activities of the Company in the name of a member of the Board of Directors. The Board of Directors shall notify the independent members of the Board of Directors no longer meeting the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to additionally elect or replace the independent members of the Board of Directors within 06 months after receiving the notice of the concerned independent members of the Board of Directors.

Article 7. Chairperson of the Board of Director

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Director of the Company must not concurrently act as the General Director.
3. Rights and duties of Chairperson of the Board of Directors:
 - a) To prepare operating plans and programs of the Board of Directors;
 - b) To prepare or organize the preparation of program, agenda and documents for meetings; to convene and chair the meetings of General Meeting of Shareholders and the Board of Directors;
 - c) To organize the adoption of resolutions, decisions of the Board of Directors;
 - d) To process of implementation of resolutions and decisions of the Board of Directors;
 - e) Chair of the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 days from the resignation or dismissal date. In case the Chairman of the Board of Directors is not present or is not able to

perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:
 - a) To assist in the convening of meetings of the General Meetings of Shareholders, the Board of Directors; to record the meeting minutes;
 - b) To assist members of the Board of Directors in exercising their rights and obligations;
 - c) To assist the Board of Directors in applying and implementing the corporate governance rules;
 - d) To assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
 - e) Other rights and obligations as prescribed in the Company Charter;

Article 8. Dismissal, removal and supplement 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 circumstances:
 - a) Such member fails to satisfy criteria and requirements of a Board member in accordance with the regulations of the Law and the Company.
 - b) Such member submitted a letter of resignation which was approved;
 - c) Other rights and obligations as prescribed in the Company Charter;
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following circumstances:
 - a) Such member fails to participate in activities of the Board of Directors for six (06) consecutive months, except for force majeure events;
 - b) Other rights and obligations as prescribed in the Company Charter;
3. When necessary for the Company's interest, the Board of Directors shall propose to the General Meeting of Shareholders to consider and decide on replacement of a member of Board of Directors; dismissal or removal of a member of the Board of Directors, in addition to the circumstances as specified in Clauses 1 and 2 of this Article.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional member(s) of the Board of Directors in the following circumstances:
 - a) Number of members of the Board of Directors decreases by more than one third (1/3) of the number specified in the Company Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;
 - b) The number of independent members of the Board of Directors falls below the minimum number of Board members as required by laws and the Charter.
 - c) Except for the case specified in Points (a) and (b) of this Clause, the General Meeting of Shareholders shall elect a new member to replace those who have been dismissed or discharged in the latest meeting.

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

1. A shareholder or group of shareholders owning 5% or more of the total number of voting shares for a continuous period of at least six months has the right to nominate a person to the Board of Directors. Unless otherwise provided in the Company Charter, the nomination of a person to the Board of Directors shall be carried out as follows:
 - a) Ordinary shareholders forming a group to nominate people for the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors 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 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations. 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 and the company's charter.
3. Voting to elect members of the Board of Directors must be carried out 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 elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or 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, removal of members of the Board of Directors

1. If the candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates before the opening date of the General Meeting of Shareholders on the Company's website so that the shareholders can learn about these candidates before voting, candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of public information and must commit to perform the duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work process
 - d) Other management positions (including positions on the Board of Directors of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any) as prescribed in the Company Charter;

- g) Public companies must be responsible for disclosing information about companies in which candidates hold positions as members of the Board of Directors, other management positions, and interests related to the company of candidates for the Board of Directors (if any).
- 2. Announcement of election, dismissal and removal results of members of the Board of Directors shall comply with regulations guiding the information disclosure.

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, 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 are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, 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 the type of shares and the total number of shares of each type that can be 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;
 - e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g) Decide on market development, marketing and technology solutions;
 - h) Approving 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 in cases where the Company's Charter stipulates a different ratio or value and the contract or transaction falls under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director or General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such 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 such people;
 - j) Supervise and direct the Director or General Director and other managers in the daily business operations of the Company;
 - k) 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;
 - l) Approve the agenda and content of documents for the shareholders' meeting, convene the shareholders' meeting or collect opinions for the shareholders' meeting to pass resolutions;
 - m) Submit audited annual financial statements to the General Meeting of Shareholders;
 - n) 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;
 - o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;

- p) Preside over the drafting and decision to issue the Board of Directors' Operating Regulations, the Company's Information Disclosure Regulations, the Company's Internal Audit Regulations, the Company's Internal Governance Regulations... after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors;
- q) 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, obtaining written opinions or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.
- 4. In case a resolutions or decisions ratified by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders or the Company's Charter, thereby causing damage to the Company, members who voted for ratification of such resolution and decision shall be jointly responsible for such resolution and decision and shall pay compensation for the Company; members who voted against such resolution or decision are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend or cancel the above-mentioned resolution and decisions.

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

- 1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions that result in the total transaction value arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following entities:
 - Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers and related persons of these subjects;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity 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 representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board of the entities involved in the contract or transaction and enclose a draft of the 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, unless the Company Charter stipulates a different time limit; 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 General Meeting of Shareholders

- 1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following circumstances:
 - a) The Board of Directors considers that it is necessary to do so in the interests 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 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting,

with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;

- d) At the request of the Board of Supervisors;
 - e) Other cases as prescribed by law and the Company Charter.
2. Convening an extraordinary meeting of shareholders

The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter or from the date of receipt of the request specified in Point c and Point d, Clause 1 of this Article;

3. 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) Provide information and resolve complaints related to the shareholder list;
 - c) Prepare meeting agenda and content;
 - d) Prepare documents for the meeting;
 - e) 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, members of the Board of Supervisors;
 - f) 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 Law on Enterprises;
 - h) Other work for the meeting;

Article 14. Committees of 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. 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 the majority of members attend and vote for it at the subcommittee meeting.
- 2. The implementation of decisions of the Board of Directors or of 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 MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

- 1. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors of the term within 07 working days after the completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. In case more than one member gains the same highest number or the same highest percentage of votes, the members shall elect by a majority vote a person among them to convene the meeting of the Board of Directors.
- 2. The Board of Directors must hold a meeting once every quarter and can gather for extraordinary meeting.
- 3. Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following circumstances:

- a) At the request of an independent member of the Board of Directors;
 - b) At the request of General Director or at least five (05) Executive Directors;
 - c) At the request of at least 2 members of the Board of Directors;
4. Requests specified in Clause 3 of this Article must be in writing and must specify the purpose of the meeting and issues to be discussed and to be decided within the competence of the Board or Directors.
5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days after receiving a request specified in Clause 3 of this Article. If the Chairperson of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he/she must be liable for any damage caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in replacement for the Board of Directors. In this case, the members of the Board of Directors shall elect, with the majority principle, one of them to act as the Chairperson of the meeting and the person making the request has the right to participate in the meeting
6. The Chairperson of the Board of Directors (by self or through the Secretary of the Company) or the convener of the meeting of the Board of Directors shall send a meeting invitation at least 03 working days prior to the date of the meeting. The meeting invitation must specify the time and venue of the meeting, the agenda of the meeting, and issues to be discussed and decided. The notice shall be accompanied by documents to be used at the meeting and voting slips for the members.
- The meeting invitation could be sent via courier, telephone, fax, electronic communication instruments from time to time and must be ensured to reach the contact address of each member of the Board of Directors as 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, a second meeting shall be convened 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, email;
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 17. Minutes of Meetings of the Board of Directors

1. All meetings of the Board of Directors must be made in minutes and may be recorded and stored in other electronic forms. The Minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following main details:
 - a) Name, head-office address, enterprise identification number;
 - b) Time and location of the meeting;
 - c) Purpose, agenda and contents of the meeting;
 - d) Full name of each member attending the meeting or Proxy to attend the meeting and method of attending; Full names of members who did not attend the meeting and reasons;
 - e) Issues to be discussed and voted on at the meeting;
 - f) Summary of opinions of each attending member according to the order of meeting progress;
 - g) Voting results which clearly state members who agree, disagree and have no opinion;
 - h) Issues to have been passed and corresponding rate of approval;
 - i) Full name and signature of the chairperson and minutes maker, except in the case specified in Clause 2 of this Article;
2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, e, f, g and h, Clause 1 of this Article, the minutes shall be valid.
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 meeting 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

BENEFIT REPORT AND DISCLOSURE

Article 18. Submission of annual reports

1. At the end of a fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a) Report on business results of the company;
 - b) Audited financial statements;
 - c) Board of Directors' performance report;
 - d) Audit report of the Board of Supervisors;
2. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 5 days before the opening date of the annual General Meeting of Shareholders unless otherwise provided in the Company Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Company's head office at least 5 days before the opening date of the Annual General Meeting of Shareholders unless the Company's Charter stipulates a longer period. 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 a lawyer, accountant or auditor with a practicing certificate.

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

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

2. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration for each member 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. The remuneration 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.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Board members are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their Board member responsibilities, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. The Board of Directors may purchase liability insurance from the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the Board of Directors' liabilities related to violations of the law and the Company's Charter.

Article 20. Disclosure of related interests

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:
 - a) Name, enterprise identification number, address of head office, business operations of the enterprise in which he/she acts as the owner or own contributed capital or shares; rate and time to be the owner or own such contributed capital or shares;
 - b) Name, enterprise identification number, address of the head office, business operations of the enterprise in which his/her related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.
2. Declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of relevant interest; Any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Directors are not allowed to act on behalf of an individual or on behalf of another person to perform work in any form within the scope of the Company's business. In case where it is imperative to perform work on behalf of an individual, it is required to explain nature and content of such work before the Board of Directors and is only allowed to perform when it is approved by the majority of remaining members of the Board of Directors; If performed without declaration or the approval of the Board of Directors, all income earned from such activities belongs to the Company.

CHAPTER VI RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is cooperative, members of the Board of Directors have the responsibility to inform each other on relevant issues in the process of handling assigned work.

2. In the process of handling the work, assigned member of the Board of Directors with main responsibility must actively coordinate to handle, in case of any problem related to the field by other members of the Board of Directors. In case of differing opinions among members of the Board of Directors, the member responsible for the main responsibility shall report to the Chairperson of the Board of Directors for consideration and decision according to his/her competence or hold a meeting or collect opinions from the members of the Board of Directors in accordance with the law, the Company Charter and these Regulations.
3. In case of reassignment among the members of the Board of Directors, members of the Board of Directors must hand over related work, files and documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the Management Board

In its governance role, the Board of Directors issues resolutions for the Director (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 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and Audit Committee is coordinative. The working relationship between the Board of Directors and Audit Committee follows the principles of independence, cooperate and assist one another in performance of their tasks.
2. Upon receiving the inspection records or general report of the Audit Committee, the Board of Directors shall examine them and request the General Director to formulate plans and promptly make correction.

Chapter VII IMPLEMENTATION PROVISION

Article 24: Effect

The operating regulations of the Board of Directors of VNECO3 Power Construction Joint Stock Company include 7 chapters, 24 articles and take effect from date 30.month 06 year 2025.

**Board of Directors
Chairman**



Dao Ngoc Quynh