



COMPARISON TABLE

CURRENT OPERATING REGULATIONS OF THE SUPERVISORY BOARD AND DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE SUPERVISORY BOARD

CURRENT OPERATING REGULATIONS OF THE SUPERVISORY BOARD	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE SUPERVISORY BOARD	BASIS/ REASON
Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020	<p>- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p><u>- Pursuant to Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, Law on Public-Private Partnership Investment, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Consumption Tax and Law on Civil Judgment Enforcement;</u></p> <p><u>- Pursuant to the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025</u></p>	Supplement, update according to current legal regulations and annul expired legal bases.
Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;	<p>- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p> <p><u>- Pursuant to Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 amending and supplementing a number of articles of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, Law on Handling of Administrative Violations</u></p>	Supplement, update according to current legal regulations.
Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	<p>- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p><u>- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</u></p>	Supplement, update according to current legal regulations and annul expired legal bases.
Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities,	Keep unchanged	
Pursuant to the Charter on Organization and Operation of Nha Be Water Supply Joint Stock Company (hereinafter referred to as the "Company");	Pursuant to the Charter on Organization and Operation of Nha Be Water Supply Joint Stock Company (hereinafter referred to as the "Company");	Update according to the current Charter of Nha Be Water Supply Joint Stock Company

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Resolution No. 01/NQ-CNNB-DHDCD dated April 21, 2022 of the 2022 Annual General Meeting of Shareholders of Nha Be Water Supply Joint Stock Company;	<u>Resolution No. .../NQ-CNNB-DHDCD dated .../.../..... of the Annual General Meeting of Shareholders of Nha Be Water Supply Joint Stock Company.</u>	Resolution of the General Meeting of Shareholders adopting the Operating regulations of the supervisory board
The Supervisory Board issues the Operating Regulations of the Supervisory Board of Nha Be Water Supply Joint Stock Company, including the following contents:	Keep unchanged	
List of abbreviations and definitions		
Supervisory Board Regulations: Operating Regulations of the Supervisory Board of Nha Be Water Supply Joint Stock Company	Keep unchanged	
Company: Nha Be Water Supply Joint Stock Company	Keep unchanged	
General Meeting of Shareholders: General Meeting of Shareholders of Nha Be Water Supply Joint Stock Company	Keep unchanged	
Supervisory Board: Supervisory Board of Nha Be Water Supply Joint Stock Company	Keep unchanged	
Enterprise manager: refers to a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Directors, <u>Supervisory Board</u> and Chief Accountant	Enterprise manager: refers to a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Directors, <u>Supervisory Board</u> and Chief Accountant	At Point d, Clause 1, Article 169 of the Law on Enterprises 2020, whereby the standards and conditions of a Supervisor: "Must not be a manager of the Company"
Person with family relationship: includes: spouse, biological father, adoptive father, biological mother, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, spouse's biological brother, spouse's biological sister, spouse's biological sibling	Keep unchanged	
Related person: is an individual or organization prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities	Keep unchanged	
CHAPTER I GENERAL PROVISIONS Article 1. Scope of regulation and subjects of application		
1. Scope of regulation: The Operating Regulations of the Supervisory Board provide for the personnel organizational structure, standards, conditions, rights, and	1. Keep unchanged	

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obligations of the Supervisory Board and Supervisors in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.		
2. Subjects of application: <u>The Supervisory Board Regulations apply to the Supervisory Board and Supervisors</u>	2. Subjects of application: <u>The Supervisory Board Regulations apply to the Supervisory Board, Supervisors, and related individuals and departments in coordinating the implementation of the supervisory function of the Supervisory Board.</u>	
Article 2. Operating principles of the Supervisory Board		
<u>The Supervisory Board works on the principle of collective leadership. Supervisors are personally responsible for their assigned work and jointly responsible before the General Meeting of Shareholders, before the law for the tasks and decisions of the Supervisory Board.</u>	<ol style="list-style-type: none"> 1. <u>The Supervisory Board operates on the principles of independence, objectivity, honesty, prudence, and compliance with the law, the Company's Charter, and these Regulations.</u> 2. <u>The Supervisory Board works on the principle of collective leadership, making decisions by majority, while ensuring the individual responsibility of each Supervisor.</u> 3. <u>The Supervisory Board performs the functions of supervision, inspection, and recommendation; and is responsible before the General Meeting of Shareholders and the law for the work and decisions of the Supervisory Board.</u> 4. <u>All conclusions and recommendations of the Supervisory Board must be based on documents, evidence, and independent evaluation.</u> 	
CHAPTER II MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS) Article 3. Rights, obligations and responsibilities of Supervisors		
1. Comply strictly with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing the assigned rights and obligations	1. Keep unchanged	
2. Perform assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company	2. Keep unchanged	
3. Be loyal to the interests of the Company and shareholders; do not abuse their position, power, and do not use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals	3. Keep unchanged	
4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter	4. Keep unchanged	

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5. In case of violating the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the Supervisor must be personally liable or jointly compensate for such damage. Any income and other benefits that the Supervisor obtains due to the violation must be returned to the Company	5. Keep unchanged	
6. In case a Supervisor is discovered to have violated their assigned rights and obligations, they must be notified in writing to the Supervisory Board, requesting the violator to cease the violation and remedy the consequences	6. Keep unchanged	
Article 4. Term of office and number of members of the Supervisory Board		
1. The Supervisory Board has from 03 (three) to 05 (five) members. The term of a Supervisor shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms	1. Keep unchanged	
2. A Supervisor is not necessarily a shareholder of the Company.	<u>Removed</u>	Proposal to remove because it overlaps with the provisions in Clause 3, Article 5 of these Regulations
3. The Supervisory Board must have more than half of its Supervisors permanently residing in Vietnam.	2. Keep unchanged	Adjust clause numbering due to removing Clause 2, Article 4
4. In case a Supervisor's term ends at the same time but a new-term Supervisor has not been elected, the Supervisor whose term has expired shall continue to exercise their rights and obligations until a new-term Supervisor is elected and takes over the duties.	3. Keep unchanged	
5.	4. <u>In case the number of Supervisors of the Company falls below the minimum number prescribed by the Company's Charter, the Supervisory Board must promptly notify the Board of Directors in writing to convene a General Meeting of Shareholders to elect supplementary Supervisors, ensuring the required number as prescribed by the Law on Enterprises and the Company's Charter.</u>	Supplement to ensure the number of Supervisors according to the provisions in Article 168 and point b, Clause 1, Article 140 of the Law on Enterprises 2020
Article 5. Standards and conditions of Supervisors		
Supervisors must meet the following standards and conditions: 1. Have full civil act capacity and not belong to the subjects prohibited from <u>establishing and managing enterprises according to the provisions in Clause 2, Article 17 of the Law on Enterprises</u>	Supervisors must meet the following standards and conditions: 1. Have full civil act capacity and not belong to the prohibited subjects <u>according to the Law on Enterprises and other relevant laws</u>	According to the provisions in Clause 6, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15. Therefore, it

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		can be regulated according to relevant laws so that it can be applied in the future in case there is a change in legal regulations.
2. Not being a Person with family relationship to members of the Board of Directors, the Director, and other managers of the Company; not being a person with family relationship to Enterprise managers of the Company and the parent company, representatives of the enterprise's capital portion, representatives of state capital portion at the parent company and at the Company.	2. Keep unchanged	
3. Not being a Manager of the Company; not necessarily a shareholder or employee of the Company.	3. Keep unchanged	
4. Not working in the accounting or finance department of the Company.	4. Keep unchanged	
5. Not being a member or employee of the independent audit company that audited the financial statements of the Company in the previous three (03) consecutive years.	5. Keep unchanged	
6. Trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the Company.	6. Keep unchanged	
7. Other standards and conditions according to other provisions of relevant laws and the Company's Charter.	7. Keep unchanged	
Article 6. Head of the Supervisory Board		
1. The Head of the Supervisory Board must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Company.	1. Keep unchanged	
2. The Head of the Supervisory Board is elected by the Supervisory Board among the Supervisors; the election, dismissal, and removal shall follow the majority principle.	2. Keep unchanged	
3. Rights and obligations of the Head of the Supervisory Board include: a. Supervise the process of organizing and implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. b. Request the Board of Directors, the Director, and other executives to provide related information to report to the Supervisory Board.	Keep unchanged <i>f. <u>Implement the reporting regime on the organization and operations of the Supervisory Board in accordance with the law, the Company's Charter, the Internal Corporate Governance Regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors.</u></i>	

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<p>c. The Head of the Supervisory Board is responsible for organizing the development of the Supervisory Board Regulations and the annual work program to perform the duties of the Supervisory Board;</p> <p>d. Organize task assignment for Supervisors; supervise and direct Supervisors in performing assigned tasks.</p> <p>e. Convene and chair meetings of the Supervisory Board; prepare the agenda and contents of Supervisory Board meetings; organize the approval of decisions of the Supervisory Board;</p> <p>f. Submit reports to the Members' Council, Supervisor of the Corporation in accordance with regulations.</p> <p>g. Sign documents within the authority of the Supervisory Board on behalf of the Supervisory Board. Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.</p> <p>h. Authorize one of the Supervisors to undertake the work of the Head in their absence.</p> <p>i. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.</p> <p>j. Rights and obligations of the Head of the Supervisory Board are prescribed in the Charter and the <u>internal corporate governance regulations</u> of the Company.</p>	<p>j. <u>Rights and obligations of the Head of the Supervisory Board are prescribed in the Charter and the Internal Corporate Governance Regulations of the Company.</u></p>	
Article 7. Nomination and candidacy for members of the Supervisory Board		
<p>1. Shareholders holding voting shares have the right to aggregate the number of voting rights of each person to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding total voting shares:</p> <ul style="list-style-type: none"> - From 5% to under 10% may nominate one (01) candidate; - From 10% to under 30% may nominate up to two (02) candidates; - From 30% to under 40% may nominate up to three (03) candidates; - From 40% to under 50% may nominate up to four (04) candidates; - From 50% to under 60% may nominate up to five (05) candidates 	<p>1. Keep unchanged</p>	
<p>2. Shareholders forming a group to nominate persons to the Supervisory Board must notify the group meeting to the attending shareholders before the opening of the</p>	<p>2. Keep unchanged</p>	

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<p>General Meeting of Shareholders. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the provisions of Clause 1 of this Article, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</p>		
<p>3. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination according to the provisions in the Company's Charter, Internal corporate governance regulations, and Supervisory Board Regulations. The nomination mechanism or the way the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.</p>	<p>3. Keep unchanged</p>	
<p>4. The disclosure of information related to the candidates is carried out similarly to the provisions in the Company's Charter.</p>	<p>4. Keep unchanged</p>	
<p>Article 8. Method of electing, dismissing, and removing Supervisors</p>		
<p>1. The election, dismissal, and removal of Supervisors fall under the authority of the General Meeting of Shareholders.</p>	<p>1. Keep unchanged</p>	
<p>2. The election of Supervisors is conducted using the cumulative voting method. Accordingly, each shareholder has a total number of votes equivalent to the total number of shares owned <i>multiplied by multiplied by</i> the number of members to be elected of the Supervisory Board, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. Elected Supervisors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the prescribed number of members in Clause 1, Article 4 of these Regulations is reached. In case 02 (two) or more candidates obtain the same number of votes for the last member of the Supervisory Board, a re-election shall be conducted among the candidates with equal votes or criteria shall be selected according to the provisions in the election regulations or the Company's Charter.</p>	<p>2. The election of Supervisors is conducted using the cumulative voting method. Accordingly, each shareholder has a total number of votes equivalent to the total number of shares owned <i>multiplied by the number</i> of members to be elected of the Supervisory Board, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. Elected Supervisors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the prescribed number of members in Clause 1, Article 4 of these Regulations is reached. In case 02 (two) or more candidates obtain the same number of votes for the last member of the Supervisory Board, a re-election shall be conducted among the candidates with equal votes or criteria shall be selected according to the provisions in the election regulations or the Company's Charter.</p>	
<p>Article 9. Cases of dismissal and removal of Supervisors</p>		
<p>1. The General Meeting of Shareholders dismisses a Supervisor in the following cases:</p> <ul style="list-style-type: none"> a. No longer meeting the standards and conditions to act as a Supervisor as prescribed in Article 5 of the Supervisory Board Regulations. b. Having a resignation letter which is approved. 	<p>1. Keep unchanged</p>	

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<p>c. That Supervisor suffers from a mental disorder and other Supervisors have professional evidence showing that they have restricted or lost civil act capacity, have difficulties in cognition and behavior control</p>		
<p>2. The General Meeting of Shareholders removes a Supervisor in the following cases:</p> <p>a. Failing to complete assigned duties and tasks.</p> <p>b. Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure.</p> <p>c. Seriously violating or repeatedly violating the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter and the Supervisory Board Regulations.</p> <p>d. Other cases according to resolutions of the General Meeting of Shareholders</p>	<p>2. Keep unchanged</p>	
<p>Article 10. Notice of election, dismissal, and removal of Supervisors</p>		
<p>1. In case candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least 10 (mười) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting: a candidate for the Supervisory Board must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing tasks honestly, carefully, and for the best interests of the Company if elected as a Supervisor. Information related to candidates for the Supervisory Board to be disclosed includes:</p> <p>a. Full name, date, month, year of birth.</p> <p>b. Professional qualifications.</p> <p>c. Working process.</p> <p>d. Other managerial titles.</p> <p>e. Interests related to the Company and related parties of the Company.</p> <p>f. Other information (if any) as prescribed in the Company's Charter.</p> <p>g. The Company is responsible for disclosing information about the companies in which the candidate is holding managerial titles and interests related to the Company of the candidate for the Supervisory Board (if any).</p>	<p>1. Keep unchanged</p>	
<p>2. The notification of the results of election, dismissal, and removal of Supervisors shall be carried out in accordance with the guidelines on information disclosure</p>	<p>2. Keep unchanged</p>	

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3. The Company must disclose extraordinary information within 24 hours, from the occurrence of events related to the change, appointment, reappointment, dismissal, or removal of Supervisors and provide the State Securities Commission and the Stock Exchange with the information provision form of the new Supervisor according to the form prescribed in Appendix III issued with Circular 96/2020/TT-BTC.	3. Keep unchanged	
<p>CHAPTER III</p> <p>SUPERVISORY BOARD</p> <p>Article 11. Rights and obligations of the Supervisory Board</p>		
1. The Supervisory Board supervises the Board of Directors and the Director in managing and administering the Company.	1. Keep unchanged	
2. Check the reasonableness, legality, truthfulness, and prudence in the management and administration of business activities; the systematicity, consistency, and appropriateness of accounting, statistical work, and preparation of financial statements.	2. Keep unchanged	
3. Appraise the completeness, legality, and truthfulness of the report on business situation, annual, semi-annual, and quarterly financial statements of the Company, the management evaluation report of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.	3. Keep unchanged	
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.	4. Keep unchanged	
5. Review accounting books, accounting records, and other documents of the Company, the management and administration of the Company's 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 prescribed in Clause 2, Article 12 of the Company's Charter.	5. Keep unchanged	
6. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter, the Supervisory Board shall carry out an inspection within 07 working days from the date of receiving the request. Within 15 days from the end of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board prescribed in this	6. Keep unchanged	

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clause must not hinder the normal activities of the Board of Directors or interrupt the administration of the Company's business activities.		
7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the management organizational structure, supervision, and administration of the Company's business activities.	7. Keep unchanged	
8. Upon discovering that a member of the Board of Directors or the Director violates the regulations on the responsibilities of Enterprise managers in Article 165 of the Law on Enterprises, the Supervisory Board must immediately notify the Board of Directors in writing, requesting the violator to cease the violation and have solutions to remedy the consequences.	8. Keep unchanged	
9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.	9. Keep unchanged	
10. Supervisors have an obligation to attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); in case of force majeure preventing attendance, the Supervisor must report in writing to the Board of Directors and the Supervisory Board.	10. Keep unchanged	
11. Have the right to use independent professional consultants, the internal audit department of the Company, or legal and assurance consultants from external experts with appropriate professional qualifications and experience to perform assigned tasks if deemed necessary.	11. Keep unchanged	
12. Discuss with the independent auditor the nature and scope of the audit before starting the audit.	12. Keep unchanged	
13. Discuss difficulties and issues discovered from interim or final audit results as well as any matters the independent auditor wishes to discuss.	13. Keep unchanged	
14. Review the management letter of the independent auditor and the feedback of the Company's executives.	14. Keep unchanged	
15. Review the Company's reports on internal control systems before approval by the Board of Directors.	15. Keep unchanged	
16. Review the results of internal investigations and feedback of the management board.	16. Keep unchanged	
17. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.	17. Keep unchanged	

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18. Inspect specific issues related to the management and administration of the Company's activities at the request of shareholders.	18. Keep unchanged	
19. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.	19. Keep unchanged	
20. Act in place of the Board of Directors to convene a General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.	20. Keep unchanged	
21. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.	21. Keep unchanged	
22. Review, extract, and copy in part or in full the contents declared in the List of related persons and related interests declared in accordance with Clause 1 and Clause 2, Article 164 of the Law on Enterprises.	22. Keep unchanged	
23. Propose and recommend the General Meeting of Shareholders to approve the list of approved audit organizations to audit the Company's financial statements; approved audit organizations to inspect the Company's activities; dismiss the approved auditor when deemed necessary.	23. Keep unchanged	
24. Be accountable to shareholders for their supervisory activities.	24. Keep unchanged	
25. Supervise the financial situation of the Company, the legal compliance of members of the Board of Directors, the Director, and other managers in their activities.	25. Keep unchanged	
26. Ensure operational coordination with the Board of Directors, the Director, and shareholders.	26. Keep unchanged	
27. Upon discovering violations of the law or the Company's Charter by members of the Board of Directors, the Director, and other enterprise managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and have solutions to remedy the consequences.	27. Keep unchanged	
28. Develop the Supervisory Board Regulations and submit them to the General Meeting of Shareholders for approval.	28. Keep unchanged	
29. Witness and supervise the Board of Directors in organizing the vote counting and preparing the vote counting minutes in case of collecting shareholders' written opinions to pass a resolution of the General Meeting of Shareholders.	29. Keep unchanged	
30. The Head of the Supervisory Board steers the General Meeting of Shareholders to elect a chair for the meeting in case the Chairman is absent or temporarily unable to	30. Keep unchanged	

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work and the remaining members of the Board of Directors cannot elect a chair. In this case, the person with the highest number of votes acts as the chair of the meeting.		
31. The Supervisory Board performs other rights and obligations prescribed by the Law on Enterprises, the Company's Charter, internal corporate governance regulations, and Resolutions of the General Meeting of Shareholders.	31. Keep unchanged	
Article 12. Responsibilities of Supervisors		
1. Comply strictly with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.	1. Keep unchanged	
2. Perform assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company.	2. Keep unchanged	
3. Be loyal to the interests of the Company and shareholders; do not abuse their position, power, and do not use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.	3. Keep unchanged	
4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.	4. Keep unchanged	
5. In case of violating the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the Supervisor must be personally liable or jointly compensate for such damage. Any income and other benefits that the Supervisor obtains due to the violation must be returned to the Company.	5. Keep unchanged	
6. In case a Supervisor is discovered to have violated their assigned rights and obligations, they must be notified in writing to the Supervisory Board, requesting the violator to cease the violation and remedy the consequences.	6. Keep unchanged	
7. Declare related interests to the Company according to the provisions in Article 19 of the Supervisory Board Regulations.	7. Keep unchanged	
Article 13. Right to be provided with information of the Supervisory Board		
1. Documents and information must be sent to the members of the Supervisory Board at the same time and in the same manner as to the members of the Board of Directors, including:	1. Keep unchanged	

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<ul style="list-style-type: none"> a. Meeting invitations, opinion collection ballots of the Board of Directors, and attached documents. b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders, the Board of Directors. c. Reports of the Director submitted to the Board of Directors or other documents issued by the Company. 		
<p>2. Supervisors have the right to access files and documents of the Company stored at the head office, branches, and other locations; have the right to visit the working locations of managers and employees of the Company during working hours.</p>	<p>2. Keep unchanged</p>	
<p>3. The Board of Directors, members of the Board of Directors, the Director, and other managers must fully, accurately, and promptly provide information, documents on the management, administration, and business activities of the Company at the request of a Supervisor or the Supervisory Board.</p>	<p>3. Keep unchanged</p>	
Article 14. Responsibilities of the Supervisory Board in convening an extraordinary General Meeting of Shareholders		
<p>1. The Supervisory Board is responsible for acting in place of the Board of Directors to convene an extraordinary General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene an extraordinary General Meeting of Shareholders in the following cases:</p> <ul style="list-style-type: none"> a. The remaining number of members of the Board of Directors, the Supervisory Board is less than the number prescribed by law. b. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter. 	<p>1. Keep unchanged</p>	
<p>2. When there is a request to convene an extraordinary General Meeting of Shareholders from the Supervisory Board but the Board of Directors fails to do so, in case the Supervisory Board fails to convene an extraordinary General Meeting of Shareholders according to regulations, the Supervisory Board must compensate for damages arising to the Company.</p>	<p>2. Keep unchanged</p>	
<p>3. Expenses for convening and conducting the General Meeting of Shareholders according to the provisions in Clause 1 of this Article shall be reimbursed by the Company.</p>	<p>3. Keep unchanged</p>	
<p>CHAPTER IV</p> <p>MEETINGS OF THE SUPERVISORY BOARD</p> <p>Article 15. Meetings of the Supervisory Board</p>		

CURRENT OPERATING REGULATIONS OF THE SUPERVISORY BOARD	DRAFT AMENDED AND SUPPLEMENTED OPERATING REGULATIONS OF THE SUPERVISORY BOARD	BASIS/ REASON
1. The Supervisory Board must meet at least two (02) times a year, <u>the number of members attending the meeting must be at least 2/3 (two-thirds) of the Supervisors.</u>	1. The Supervisory Board meets at least two (02) times a year. <u>The meeting is conducted when at least two-thirds (2/3) of the total number of Supervisors attend.</u>	
2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the approved audit organization <u>to attend and answer issues that need clarification.</u>	2. The Supervisory Board has the right to request members of the Board of Directors, the Director, representatives of the approved audit organization, <u>and related individuals to attend the meeting to provide information and explain issues that need clarification.</u>	
	3. <u>Meetings of the Supervisory Board may be held in person, online, or a combination of both forms, suitable to the actual conditions of the Company, ensuring that the identification, discussion, and voting of attending Supervisors are carried out fully and validly.</u>	The law does not specifically prescribe meetings of the Supervisory Board; however, to ensure implementation procedures, it is proposed to supplement details on meetings of the Supervisory Board, Nha Be Company may consider appropriate content.
	4. <u>Meeting venue: is selected at the Company's headquarters or at another suitable location as decided by the Head of the Supervisory Board. For meetings held online, the meeting is considered to be held at the location where the meeting coordination system is installed.</u>	
	5. <u>Notice and meeting agenda: The meeting of the Supervisory Board shall be conducted 5 (five) days from the date of notice to the Supervisors. The meeting invitation notice and attached documents must be sent to the Supervisors no later than 05 (five) working days before the meeting date, unless otherwise agreed by the Supervisors. The meeting invitation notice must clearly state the time, format, venue, agenda, meeting contents, and related documents.</u>	
	6. <u>Voting:</u> a. <u>Each Supervisor attending the meeting of the Supervisory Board shall have one vote at the meeting of the Supervisory Board. If a Supervisor cannot attend the meeting, they may authorize another Supervisor in writing (who is permitted to participate in voting) to cast their vote;</u> b. <u>A Supervisor who has related interests in the matter submitted to the Supervisory Board for decision shall not be permitted to participate in voting on that matter, and concurrently shall not be allowed to receive authorization from another Supervisor to vote on that matter;</u> c. <u>Majority voting: A decision of the Supervisory Board shall be approved if over 50% of the Supervisors entitled to participate in voting attending the meeting approve.</u>	

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	<p><i><u>In case of a tie vote, the final decision belongs to the side with the opinion of the Head of the Supervisory Board or the Supervisor authorized by the Head of the Supervisory Board to chair the meeting (in case the Head of the Supervisory Board is absent);</u></i></p> <p><i><u>d. In case the Supervisory Board collects written opinions to approve a decision on an issue, the decision is considered to have the same validity as a decision approved by the Supervisors at a regularly convened and organized meeting.</u></i></p>	
Article 16. Minutes of meetings of the Supervisory Board		
The minutes of meetings of the Supervisory Board must be prepared in a detailed and clear manner. The minutes taker and Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Supervisory Board must be retained to determine the responsibility of each Supervisor.	Keep unchanged	
CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS Article 17. Submission of annual reports		
The Reports of the Supervisory Board at the Annual General Meeting of Shareholders include the following contents: 1. Report on business results of the Company, performance results of the Board of Directors and the Director to submit to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.	The Reports of the Supervisory Board at the Annual General Meeting of Shareholders include the following contents: 1. Keep unchanged	
2. Self-evaluation report on the performance results of the Supervisory Board and Supervisors.	2. Keep unchanged	
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and Supervisors.	3. Keep unchanged	
4. Summary of meetings of the Supervisory Board and conclusions and recommendations of the Supervisory Board; results of supervising the operational and financial situation of the Company.	4. Keep unchanged	
5. Evaluation report on transactions between the Company, subsidiaries, other companies controlled by the public company with fifty percent (50%) or more of the charter capital and members of the Board of Directors, the Director, other Executives of the Company and their related persons; transactions between the Company and companies in which members of the Board of Directors, the Director, other	5. Keep unchanged	

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Executives of the Company are founding members or enterprise managers within the last 03 years prior to the transaction time.		
6. Supervision results regarding the Board of Directors, the Director, and other Enterprise executives.	6. Keep unchanged	
7. Evaluation results of operational coordination between the Supervisory Board and the Board of Directors, the Director, and shareholders.	7. Keep unchanged	
Article 18. Salary and benefits		
1. Supervisors are paid salary, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.	1. Keep unchanged	
2. Supervisors are reimbursed for meals, accommodation, travel expenses, and reasonable costs for using independent consulting services. The total remuneration and these 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.	2. Keep unchanged	
3. The salary and operating expenses of the Supervisory Board are included in the business expenses of the Company in accordance with the law on corporate income tax, other provisions of relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.	3. Keep unchanged	
Article 19. Disclosure of related interests		
1. A Supervisor of the Company must declare to the Company their related interests, including: <ul style="list-style-type: none"> a. Name, enterprise code, head office address, business lines of the enterprise in which they are the owner or own contributed capital or shares; ownership ratio and time of owning that contributed capital or shares. b. Name, enterprise code, head office address, business lines of the enterprise in which their related persons are the owners, jointly own or separately own contributed capital or shares of over 10% of the charter capital. 	1. Keep unchanged	
2. The declaration prescribed in Clause 1 of this Article must be carried out within 07 (seven) working days from the date of arising the related interest; amendments and supplements must be notified to the Company within 07 (seven) working days from the date of corresponding amendments or supplements.	2. Keep unchanged	

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3. Supervisors and related persons of Supervisors may only use the information obtained through their positions to serve the interests of the Company.	3. Keep unchanged	
4. A Supervisor is obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries, companies controlled by the Company with fifty percent (50%) or more of the charter capital and that Supervisor or related persons of that Supervisor in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.	4. Keep unchanged	
5. Supervisors and related persons of Supervisors must not use or disclose internal information to others to carry out related transactions.	5. Keep unchanged	
CHAPTER VI RELATIONSHIPS OF THE SUPERVISORY BOARD Article 20. Relationships among Supervisors		
Supervisors have an independent, non-subordinate relationship but cooperate and collaborate in common tasks to ensure the good performance of the responsibilities, rights, and duties of the Supervisory Board in accordance with the law and the Company's Charter. The Head of the Supervisory Board is the coordinator of the general work of the Supervisory Board but has no right to control Supervisors.	Keep unchanged	
Article 21. Relationship with the Executive Board		
The Supervisory Board has an independent relationship with the Executive Board of the Company, and is the unit performing the function of supervising the operations of the Executive Board.	<p>The Supervisory Board has an independent relationship with the Executive Board of the Company, and is the unit performing the function of supervising the operations, management, and administration of the Company <u>according to the law and the Company's Charter.</u></p> <ol style="list-style-type: none"> 1. <u><i>The Director is subject to the inspection and supervision of the Supervisory Board regarding the performance of assigned duties and powers in accordance with the law, the Company's Charter, and the resolutions and decisions of the Board of Directors.</i></u> 2. <u><i>Reports of the Director sent to the Board of Directors regarding the management and administration of the Company must be simultaneously sent to the Supervisory Board for inspection and supervision purposes.</i></u> 	Propose supplementing details based on the rights and obligations between the Supervisory Board and the Executive Board, thereby specifying the independent supervisory function of the Supervisory Board over the management and administration activities of the Company, ensuring the Supervisory Board has sufficient conditions to perform its duties in accordance with

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	<ol style="list-style-type: none"> 3. <u>The Director and Executive Board are responsible for providing fully, promptly, and accurately the related information and documents upon the request of the Supervisory Board.</u> 4. <u>The Director is responsible for considering and implementing the recommendations of the Supervisory Board within their competence; in case of disagreement with the recommendations of the Supervisory Board, they must report to the Board of Directors for consideration and decision, and implement according to the directive opinions of the Board of Directors, while notifying the Supervisory Board in writing of the handling results.</u> 5. <u>The Director must promptly notify the Supervisory Board upon discovering acts of violating the law or violating the Company's Charter, risks or major losses of assets; upon material changes in the internal control system; or upon issuing information, decisions, production and business plans directly affecting the legitimate rights and interests of shareholders.</u> 	the law and the Company's Charter.
Article 22. Relationship with the Board of Directors		
The Supervisory Board has an independent relationship with the Board of Directors of the Company, and is the unit performing the function of supervising the operations of the Board of Directors.	<p>The Supervisory Board has an independent relationship with the Board of Directors of the Company, and is the unit performing the function of supervising the operations of the Board of Directors.</p> <ol style="list-style-type: none"> 1. <u>The Board of Directors is subject to the supervision of the Supervisory Board regarding the performance of assigned duties and powers in accordance with the law and the Company's Charter. During meetings of the Board of Directors, the Chairman of the Board of Directors or the convenor must send the meeting notice and attached documents to the members of the Supervisory Board as they do for members of the Board of Directors. The Company Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors, and copies of minutes of the Board of Directors meetings shall be provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.</u> 2. <u>The Supervisory Board may propose to jointly participate in a number of inspection, control, and evaluation programs of the Board of Directors when deemed necessary.</u> 3. <u>The Supervisory Board notifies the Board of Directors of the results of regular quarterly or ad-hoc inspections, supervision, and internal audits.</u> 4. <u>The annual reports on the Company's business situation, the evaluation reports on the management work of the Board of Directors prepared to be submitted to the General Meeting of Shareholders at the annual meeting must be sent to the</u> 	Propose supplementing details based on the rights and obligations between the Supervisory Board and the Board of Directors, thereby specifying the independent supervisory function of the Supervisory Board over the management and administration activities of the Board of Directors, ensuring the Supervisory Board has sufficient conditions to perform its duties in accordance with the law and the Company's Charter.

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	<p><u>Supervisory Board for appraisal and evaluation before the date of disclosing the documents for the General Meeting of Shareholders.</u></p> <p>5. <u>The Supervisory Board may send reports to the Board of Directors, and may consult the Board of Directors before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders but ensuring that this does not affect the independence and objectivity of the Supervisory Board's reports.</u></p>	
<p>CHAPTER VII</p> <p>IMPLEMENTATION PROVISIONS</p> <p>Article 23. Enforcement effectiveness</p>		
<p>The Operating Regulations of the Supervisory Board of Nha Be Water Supply Joint Stock Company include seven (07) Chapters, twenty-three (23) Articles, and are effective from April 21, 2022.</p>	<p>1. The Operating Regulations of the Supervisory Board of Nha Be Water Supply Joint Stock Company include seven (07) Chapters, twenty-three (23) Articles, and are effective <u>from ... month ... year ..., after being approved by the General Meeting of Shareholders of the Company.</u></p> <p>2. <u>These Regulations replace all previous regulations of the Company related to the organization and operations of the Supervisory Board that differ from the content of these Regulations.</u></p>	<p>Update and supplement the time of approval of the Regulations.</p>

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE BOARD

