



BINH DUONG WATER – ENVIRONMENT JOINT STOCK COMPANY

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BINH DUONG WATER- ENVIRONMENT JOINT STOCK COMPANY BOARD OF DIRECTORS OPERATION REGULATIONS

*(According to Circular No. 116/2020/TT-BTC dated December 31, 2020 &
approved by the General Meeting of Shareholders in 2021)*

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

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

*Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020
detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to the 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 in the Government's Decree No. 155/2020/ND-CP dated December
31, 2020 detailing the implementation of a number of articles of the Law on Securities;*

Pursuant to the Charter of Binh Duong Water and Environment Joint Stock Company;

*Pursuant to the Resolution of the General Meeting of Shareholders No.
02/NQ.ĐHCD/2021 dated March 12, 2021.*

*The Board of Directors promulgates the Regulation on operation of the Board of
Directors of Binh Duong Water - Environment Joint Stock Company*

*The operation regulation of the Board of Directors of Binh Duong Water - Environment
Joint Stock Company includes the following contents:*

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on operation of the Board of Directors stipulates the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the company's Charter and other relevant provisions of law.

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

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors shall work on the principle of collectivity. Members of the Board of Directors are personally responsible for their work and are jointly responsible

to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors for the development of the Company.

2. The Board of Directors shall assign the responsibility Director (General Director) to organize and administer the implementation of resolutions and decisions of the Board of Directors.

Chapter II

BOARD MEMBERS

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

1. Members of the Board of Directors have fully rights in accordance with the provisions of the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company.

2. Members of the Board of Directors have the obligations prescribed in the company's charter and the following obligations:

a) Perform their duties honestly and prudently for the highest interests of shareholders and the Company;

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

c) Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associated companies and other organizations;

d) Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries and other companies under the control of more than 50% of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the company in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years prior to the time of transaction;

đ) Disclose information when trading the Company's shares in accordance with law.

3. Independent members of the Board of Directors of a listed company must make a report on the evaluation of the operation of the Board of Directors.

Article 4. The right to provide information of members of the Board of Directors

1. Members of the Board of Directors may request the Director (General Director), Deputy 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 its units.

2. Managers are required to provide timely, complete and accurate information, documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the company's charter.

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

1. The Board of Directors has 7 members. The company's charter specifies the number of members of the Board of Directors.
2. The term 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, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the company's charter.
4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

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

1. Members of the Board of Directors must satisfy the following criteria and conditions:
 - a) Not falling into 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 business domains, lines and lines of the Company and not necessarily being a shareholder of the Company, unless otherwise provided for by the company's Charter;
 - c) Members of the Board of Directors of the Company may also be members of the Board of Directors of other companies;
 - d) For state-owned enterprises as prescribed at Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be persons related to the family of the Director (General Director) and other managers of the company; of the manager, the person competent to appoint the manager of the parent company;
 - đ) [Other criteria and conditions according to the company's charter].
2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:
 - a) Not being a person working for the Company, its parent company or its subsidiaries; not being a person who has worked for the Company, its parent company or its subsidiaries for at least 3 consecutive years;
 - b) Not being a person who is receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;
 - c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;
 - d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

d) Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms;

e) [Other criteria and conditions according to the company's charter].

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the criteria and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date on which the criteria and conditions are not fully satisfied. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company must not concurrently serve as the Director (General Director).

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

a) Formulate programs and plans on operation of the Board of Directors;

b) Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;

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

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

đ) Chairing the meeting of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the [Company's Charter].

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the letter of resignation or dismissal. 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 according to the principles specified in the company's charter. In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of Chairman of the Board of Directors on the

principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Support the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) Assist the Company in building shareholder relations and protect the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- đ) Other rights and obligations as prescribed in the [Company Charter].

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

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

- a) Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
- b) Having a written resignation and being approved;
- c) Other cases specified in the company's charter.

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

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

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified in Clauses 1 and 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 of the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of 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 decreases, failing to meet the ratio specified at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or dismissed member of the Board of Directors at the nearest meeting.

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

1. Shareholders or groups of shareholders owning [10%] or more of the total number of ordinary shares or [another smaller proportion as prescribed in the company's charter] may nominate persons to the Board of Directors. In case [the company's charter does not provide otherwise], the nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify 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, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be 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 under the decision of the General Meeting of Shareholders, the remaining number of 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 insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's charter. Internal regulations on corporate governance and the Board of Directors operating regulation. The introduction 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 law.

3. [In case the company's charter does not provide otherwise], the voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, 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 the total number of votes vote for one or several candidates. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. 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 selected according to the criteria of the election regulations or the company's charter.

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

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

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other managerial titles (including the title of the Board of Directors of other companies);
 - đ) Interests related to the Company and its related parties;
 - e) Other information (if any) as prescribed in the company's charter;
 - g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).
2. The notification of results of election, dismissal and dismissal of members of the Board of Directors shall comply with the regulations guiding 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 agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on the company's medium-term development strategy, plan and annual business plan;
 - b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
 - c) Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;

- d) Decide on the selling price of shares and bonds of the Company;
 - đ) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
 - g) To decide on solutions for market development, marketing and technology;
 - h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at [35%] or more of the total value of assets stated in the Company's latest financial statements, [unless the company's Charter stipulates other ratios or values] and contracts, transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for directors or general directors and other important managers prescribed by the company's charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons;
 - k) Supervise and direct the Director or General Director and other managers in the daily business administration of the Company;
 - l) Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
 - m) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;
 - n) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - o) Propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;
 - p) To propose the reorganization or dissolution of the company; request for bankruptcy of the Company;
 - q) Decide on the promulgation of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company;
 - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting opinions in writing or other forms prescribed by the company's charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the company, the members who approve such resolution or decision must jointly and severally take personal responsibility for the resolution. such decision and must compensate the Company for damages; members who oppose the approval of the above-mentioned resolutions and decisions are exempt from responsibility. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the above-mentioned resolution or decision.

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

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 35% of the total value of assets stated in the latest financial statements or a percentage. other smaller values as prescribed in the company's charter between the company and one of the following subjects:

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

2. The representative of the company that signs a contract or transaction must notify the members of the Board of Directors and members of the Control Board of relevant entities of such contract or transaction and enclose the draft contract or principal contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice, unless the company's charter stipulates a different time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.

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

1. The Board of Directors must convene an extraordinary 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 or the Control Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;

- d) At the request of the Supervisory Board;
 - đ) Other cases as prescribed by law and the company's charter.
2. Convening an extraordinary General Meeting of Shareholders
- [Unless otherwise provided for in the company's charter], the Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed in the company's Charter or receives the requirements specified at Points c and d, Clause 1 of this Article;
3. The convener of 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 settling complaints related to the list of shareholders;
 - c) Formulate the agenda and contents of the meeting;
 - d) Prepare documents for the meeting;
 - đ) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
 - e) Determine the time and place of the meeting;
 - g) Send a notice of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h) Other tasks in service of the meeting.

Article 14. Subcommittees assisting the Board of Directors.

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least [03 persons], including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee and one of these members shall be appointed as the Head of the Subcommittee at the decision of the Board of Directors]. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

Chapter IV

BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors Meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such 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 same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

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

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

a) At the request of the Control Board or an independent member of the Board of Directors;

b) At the request of the Director or General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) [Other cases prescribed by the company's charter].

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence 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 of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03] working days before the date of the meeting [unless otherwise provided for in the company's charter]. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Control Board as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within [07 days] from the date of the planned first meeting, [unless the company's charter stipulates another shorter time limit]. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

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

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the voting papers to the meeting by mail, fax or e-mail;
- d) Sending the voting papers by other means [as prescribed in the company's charter].

10. In case of sending the voting papers to the meeting by mail, the voting papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Votings are only opened in the presence of all attendees.

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

12. [Unless the company's charter stipulates other higher ratios], resolutions or decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Article 17. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The record must be made in Vietnamese and may be additionally made in a foreign language, including the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the meeting;
- c) Purpose, program and contents of the meeting;
- d) Full name of each member attending the meeting or authorized person to attend the meeting and method of attending the meeting; full names of members who did not attend the meeting and reasons for not attending the meeting;
- d) Issues to be discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting;

- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
 - h) The approved issue and the corresponding approval rate;
 - i) Full name, signature of the presiding judge and the person recording the minutes of meeting, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the person taking the minutes of the meeting refuses to sign the minutes of meeting but if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed at Points a, b, c, d, đ, e, g and h, Clause 1 of this Article, this minutes shall take effect.
 3. The chairperson, the record taker and the signatories of the minutes of meeting shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. Minutes of meeting of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.
 5. Minutes of meeting is made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes of meeting in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

Chapter V

REPORTING AND PUBLICIZING BENEFITS

Article 18. 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:
 - a) Report on the company's business results;
 - b) Financial statements;
 - c) Report on assessment of the management and administration of the Company;
 - d) The appraisal report of the Supervisory Board.
2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided for in the company's charter.
3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the company's head office at least 10 days before the opening date of the annual general meeting of shareholders if the company's charter does not stipulate a longer time limit. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly consider the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.

Article 19. 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 according to business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. [Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration from time to time, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors].
5. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. The Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 20. Disclosure of related benefits

In case the company's charter does not have other stricter provisions, the disclosure of the company's interests and related persons shall comply with the following provisions:

1. Members of the Board of Directors of the Company must declare to the company their relevant interests, including:
 - a) Name and identification number of the enterprise, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the rate and time of ownership of such contributed capital or shares;
 - b) Name and identification number of the enterprise, address of the head office, business lines of the enterprise that are jointly owned by their related persons or separately own the contributed capital or shares of more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related benefits arise; the amendment and supplementation

must be notified to the Company within 07 working days from the date of the corresponding amendment and supplementation.

3. Members of the Board of Directors who perform work in any form in the name of an individual or in the name of another person within the scope of the Company's business must explain the nature and contents of such work to the Board of Directors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if it is done without declaration or approval of the Board of Directors, all income derived from such activities belongs to the Company.

Chapter VI

BOARD OF DIRECTORS RELATIONSHIP

Article 21. Relationship between Board members

1. The relationship between members of the Board of Directors is a cooperative relationship, and members of the Board of Directors are responsible for informing each other about relevant issues in the course of handling their assigned tasks.

2. In the course of handling affairs, members of the Board of Directors assigned to bear the main responsibility must take the initiative in coordinating in handling matters related to the domains under the charge of other members of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the main responsible members shall report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize a meeting or collect opinions of members of the Board of Directors in accordance with law. The company's charter and this Regulation.

3. In case of reassignment among members of the Board of Directors, members of the Board of Directors must hand over relevant jobs, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 22. Relationship with the Executive Board

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

Article 23. Relationship with the Supervisory Board or Audit Committee

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

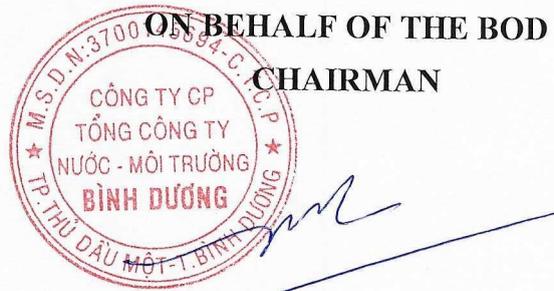
2. Upon receiving the inspection minutes or general reports of the Control Board or the Audit Committee, the Board of Directors shall study and direct the relevant departments to formulate plans and make timely corrections.

Chapter VII

IMPLEMENTATION TERMS

Article 24. Enforcement effect

The operation regulation of the Board of Directors of Binh Duong Water and Environment Joint Stock Company consists of 7 chapters, 24 articles and takes effect from March 12, 2021.



NGUYEN VAN THIEN