

SONADEZI CORPORATION
DONG NAI WATER JOINT STOCK COMPANY

No: 33 /TB-CN

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Dong Nai, February 28, 2025

**DISCLOSURE OF INFORMATION ON THE WEBSITE OF THE STATE
SECURITIES COMMISSION AND HANOI STOCK EXCHANGE**

To: - State Securities Commission;
- Hanoi Stock Exchange.

- Company name: Dong Nai Water Joint Stock Company (Dowaco)
- Head office address: No. 48, Cach Mang Thang 8 Street, Trung Dung Ward, Bien Hoa, Dong Nai.
- Telephone: (0251)3843 316 Fax: (0251)3847 149
- Website: www.dowaco.vn
- Stock code: DNW
- Information disclosure officer: **Nguyen Cao Ha**
- Position: Member of Board of Directors, Deputy Director of the Company.
- Type of information disclosed:

☒ Periodic

☐ 24h

☐ As requested

☐ Other

Details of the information disclosed:

Information Disclosure of Operating Regulations of Board of Directors of Dong Nai Water Joint Stock Company - Amended, supplemented for the 2nd time.

This information is published on the Company's website on...01.../3.../2025 at the link <https://dowaco.vn/quan-he-co-dong>.

We hereby commit that the information disclosed above is accurate and take full legal responsibility for its content.

*** Enclosed:**

- Operating Regulations of Board of Directors of Dong Nai Water Joint Stock Company-Amended, supplemented for the 2nd time.



Nguyen Cao Ha

**TỔNG CÔNG TY SONADEZI
CÔNG TY CỔ PHẦN CẤP NƯỚC ĐỒNG NAI**



**OPERATING REGULAIONS OF
THE BOARD OF DIRECTORS OF
DONG NAI WATER JOINT STOCK COMPANY**

(The 2nd revision)

Ngày 28 tháng 02 năm 2025

Bien Hoa, February 28, 2025

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to securities companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Dong Nai Water Joint Stock Company approved by the General Meeting of Shareholders on February 28, 2025;

Pursuant to Resolution of the General Meeting of Shareholders No. 01/NQ-ĐHĐCĐ dated 28/02/2025.

The Board of Directors of Dong Nai Water Joint Stock Company promulgates the Board of Directors' operating regulations including the following contents:

Chapter I GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects.

1. Scope of regulation: This Regulation details a number of contents on the organization and operation of the Company's Board of Directors.

2. Applicable subjects: This Regulation applies to the Board of Directors, members of the Board of Directors, the Board of Management and related individuals and units.

Article 2. Interpretation of terms

The terms used in this Charter are explained in Article 1 of the Company Charter.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective leadership and makes decisions by majority vote.
2. Members of the Board of Directors are individually responsible for their work and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the Company's operations.
3. The Board of Directors assigns responsibility to the Director to organize and implement the resolutions and decisions of the Board of Directors.
4. No member of the Board of Directors may, on behalf of the Board of Directors, directly interfere in the daily operations of the Director.

Chapter II DETAILED REGULATIONS

Article 4. Rights and obligations of members of the Board of Directors¹⁰¹⁰¹

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, the Company Charter and this Regulation, including the right to reserve personal opinions.
2. Members of the Board of Directors have obligations as prescribed in the Company Charter, relevant laws and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c) Timely and fully report to meetings of the Board of Directors on remuneration received from Subsidiaries, Affiliates and other organizations;
 - d) Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries and members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
 - e) Members of the Board of Directors and their related persons must report to the State Securities Commission, the Stock Exchange and disclose information when conducting transactions in the Company's shares in accordance with the provisions of law.

Article 5. Right to information provision of Board of Directors members

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

2. The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members.

Article 6. Rights and obligations of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors exercises the rights and obligations according to the law, the Company Charter and the following rights and obligations:

a) Has the right to suspend decisions of the Director that are contrary to the law, Resolutions and Decisions of the Board of Directors;

b) On behalf of the Board of Directors, sign documents on behalf of the General Meeting of Shareholders and the Board of Directors;

c) Approve the Board of Directors' business trips domestically and internationally using the Company's funds;

d) On behalf of the Board of Directors, sign labor contracts and appointment decisions for the Management Board and Chief Accountant of the Company; sign authorization contracts to represent the Company's capital contribution with representatives of the Company's capital at other enterprises;

e) Be proactive in signing documents, handling work and reporting results to the Board of Directors at the nearest meeting on behalf of the Board of Directors:

- Sign decisions:

+ Decision on approval for employees of the Company to go abroad;

+ Decisions on retirement regime settlement for officers under the appointment authority of the Board of Directors;

+ Decision on the level and timing of salary and bonus payments for executives according to the Company's salary, bonus and remuneration regulations and the Resolution of the General Meeting of Shareholders;

+ Decision on the establishment and consolidation of boards, councils, teams and working groups at the Company are under the authority of the Board of Directors;

+ Decision on evaluating the selection results for emulation and reward titles of the Company, Subsidiaries and Affiliates;

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+ Decision on sending capital representatives, members of the Board of Directors, Executive Board, and members of the Supervisory Board to participate in training, coaching, studying, and exchanging experiences.

- Sign documents approving policies according to the Submission and documents requesting opinions from the Company Director related to employees under the appointment authority of the Company Director:

+ Approval to the annual plan for mobilizing and rotating staff and employees;

+ Approval to the planning list, review and supplement the planning of Company-level management staff, and the list of recommended planning staff as representatives of the Company's capital.

- Sign documents approving the policy according to the Submission, documents requesting opinions of the Head of the group representing the Company's capital at Subsidiaries and Affiliates related to the labor use plan, plan to determine the salary fund, bonus fund of managers and employees at Subsidiaries and Affiliates;

- Sign reports, notices, documents related to signature confirmation, confirmation of work process, salary, resume, declaration, assessment results, public planning, transparent disclosure of assets, income, overseas travel related to the group of capital representatives, Executive Management Board, Chief Accountant, Head of the Company's Supervisory Board;

g) Sign other documents as authorized by the Board of Directors.

2. The Chairman of the Board of Directors may authorize in writing one of the members of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors as prescribed in the Company Charter during his absence or inability to perform his duties.

3. To facilitate the management and timely resolution of urgent matters, the Board of Directors authorizes the Chairman of the Board of Directors to discuss with the members of the Board of Directors and, on behalf of the Board of Directors, to resolve urgent matters directly related to the Company's production and business activities. Discussions with the members of the Board of Directors may be conducted by phone, email or other means, and the consensus of the majority of the members of the Board of Directors on the discussed matter shall be the basis for issuing a Resolution of the Board of Directors. Written opinions on such matter shall be obtained as soon as possible, and the Chairman of the Board of Directors shall report on the results of the resolved work at the nearest meeting of the Board of Directors.

4. The Board of Directors authorizes the Chairman of the Board of Directors to preside over and coordinate with the Company's Management Board and relevant departments in reviewing and approving documents

submitted to the Annual General Meeting of Shareholders of Subsidiaries and Affiliates.

5. Decisions of the Chairman or Vice Chairman of the Board of Directors must comply with the provisions of law and the Company Charter.

Article 7. Rights and obligations of the Board of Directors

1. The Board of Directors exercises the rights and obligations according to the law, the Company Charter, the General Meeting of Shareholders' regulations and the following rights and obligations:

a) Approval of the proposal of water price to the competent authorities for making decision on water prices at the request of the Director;

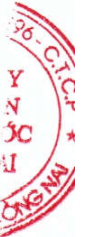
b) Decide on joint venture and association plans with other units;

c) Give opinions on the contents that the Company's Capital Representative requests opinions on;

d) Approve and promulgate internal regulations and rules on the Company's governance, except for the following regulations and rules:

- Internal spending regulations;
- Accounting process and consolidated financial reporting;
- Decision on promulgating regulations and functions of departments, divisions and teams under the Company;
- Company's labor regulations, Company's collective labor agreement;
- Regulations on personnel recruitment at the Company;
- Regulations on training and coaching at the Company;
- Regulations on implementing democracy at work;
- Regulations on dialogue at work;
- Regulations on organizing workers' conferences;
- Regulations on speaking, providing information, and keeping confidential Company documents;
- Regulations on the format, presentation techniques and title of the Company's documents;
- Regulations and rules that the Board of Directors authorizes the Director to approve and issue.

2. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above



resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

3. Company Secretary

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

a) Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Support members of the Board of Directors in performing assigned rights and obligations;

c) Support the Board of Directors in applying and implementing corporate governance principles;

d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

d) Other rights and obligations as decided by the Board of Directors.

Article 8. Subcommittees assisting the Board of Directors

1. When necessary, the Board of Directors may establish or dissolve subcommittees to assist the Board of Directors. The Board of Directors may appoint Company staff to serve concurrently or hire experts if deemed necessary.

2. The subcommittees work according to the decisions of the Board of Directors.

Article 9. Board of Directors Meeting

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

2. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the meeting invitation and accompanying documents to the members of the Board of Directors and members of the Supervisory Board at least three (03) working days before the meeting date. The Board of Directors meeting invitation may be sent by invitation, telephone, fax, electronic means or other methods and must be guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

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

3. The Board of Directors meeting is held when there is from 3/4 total number of members or more attending the meeting. In case the meeting

convened in accordance with the provisions of this clause does not have enough members attending the meeting as prescribed, it shall be convened for the second time within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

Article 10. Minutes of Board of Directors meeting

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

- a) Name, head office address, company code;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress;
- g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h) The matter passed and the corresponding percentage of votes passed;
- i) Full name and signature of the chairman, the minute taker and all members attending the meeting.

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minutestaker shall be personally responsible for damages incurred by the Company due to refusal to sign the meeting minutes in accordance with the provisions of Enterprise Law, the Company's Charter and relevant laws.

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

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



Article 11. 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) Audited annual financial statements;
- c) Report on evaluation of the Company's management and operation;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 21 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the Company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with a lawyer, accountant or auditor with a practicing certificate.

Article 12. Material assurance for the activities of the Board of Directors

The Board of Directors uses the Company's apparatus, technical facilities and seal to perform its management functions.

Article 13. Operating expenses of the Board of Directors

1. The operating expenses of the Board of Directors are implemented in accordance with current regulations and are included in the Company's management expenses, and are settled annually in the Financial Statements.

2. In addition to remuneration and salary costs, operating costs of the Board of Directors also include:

- Costs of Board of Directors meetings, travel, food and accommodation expenses during the meeting;
- Cost of searching for domestic and foreign markets;
- Consulting fees.

3. The annual operating expenses of the Board of Directors are planned within the total annual expenses of the Company, approved by the General Meeting of Shareholders and used as the basis for implementation.

Article 14. Management principles for enterprises with capital contributions from the Company

1. The Board of Directors, on behalf of the Company, participates in the management of enterprises with capital contributions from the Company by

exercising the rights and obligations of shareholders of enterprises with capital contributions according to the Charters of those enterprises through representatives of the Company's capital contributions.

2. The Board of Directors decides to appoint, re-appoint, reward, and discipline representatives of the Company's capital contribution at other enterprises. The reward/recognition of emulation titles according to the Law on Emulation and Reward for representatives of the Company's capital contribution holding management positions at enterprises shall be considered, decided/recommended by that enterprise to the competent authority as prescribed.

3. Annually, the Board of Directors decides to assign tasks and planning targets to capital representatives at the following enterprises:

- a) Are Subsidiaries on the Consolidated Financial Statements;
- b) Are affiliated companies in which the Company holds $\geq 30\%$ of the charter capital.

4. For enterprises other than those mentioned in Clause 3 of this Article, the head of the group of capital representatives of that enterprise shall report to the Company's Board of Directors for their opinions on the annual production and business plan according to the Regulations on management and evaluation of capital representatives.

5. The Board of Directors shall inspect and supervise the capital representative in performing his/her duties in accordance with the provisions of law, the Charter, the capital representative authorization contract and the Company's Regulations.

Article 15. Management mechanism of the Board of Directors over the Company's units and branches

1. The Board of Directors does not directly manage the units and branches under the Company. The Company Director manages these units and is responsible for reporting to the Board of Directors on the situation, performance results as well as arising issues under the Board of Directors' authority.

2. When necessary, the Board of Directors will request the Director, Deputy Director of the Branch, Head/in charge of units or other managers to provide information according to Article 5 of this Regulation.

Article 16. Relationship between members of the Board of Directors

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

2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if



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

3. Members of the Board of Directors must report to the Board of Directors on the results of assigned work. In special cases, they must promptly report to the Chairman of the Board of Directors for consideration and resolution.

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

Article 17. Relationship with the Executive Board

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

Article 18. Relationship with the Supervisory Board

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

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

Chapter III TERMS OF IMPLEMENTATION

Article 19. Supplements and amendments

1. Amendments and supplements to this Charter must be considered by the Company's Board of Directors and submitted to the General Meeting of Shareholders for approval.

2. In case there are provisions of law related to the activities of the Board of Directors that have not been mentioned in this Charter or in case there are new provisions of law and the Company Charter that are different from the provisions in this Charter, those provisions shall naturally be applied and regulate the activities of the Board of Directors.

Article 20. Effectiveness for implementation

1. This Regulation takes effect from the date of issuance. Previous regulations contrary to this Regulation are hereby repealed.
2. Members of the Board of Directors, Management Board, and relevant capital representatives are responsible for implementation.

FOR BOARD OF DIRECTORS
CHAIRPERSON



Pham Thi Hong