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Dong Nai, April 04, 2026

**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, Tran Bien Ward, Dong Nai Province.
- 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 3<sup>rd</sup> time.

This information is published on the Company's website on..4.../4..../2026 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 3<sup>rd</sup> time.

**AUTHORIZED INFORMATION  
DISCLOSURE OFFICER**



**Nguyen Cao Ha**

**SONADEZI CORPORATION**  
**DONG NAI WATER JOINT STOCK COMPANY**



**REGULATIONS**  
**ACTIVITIES OF THE BOARD OF DIRECTORS OF**  
**DONG NAI WATER JOINT STOCK COMPANY**  
*(3rd Amendment and Supplement)*

*March 31, 2026*





## REGULATIONS ON ACTIVITIES OF THE BOARD OF DIRECTORS

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*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, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on 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;*

*Pursuant to the Charter of Dong Nai Water Supply Joint Stock Company;*

*Pursuant to Resolution No. 01/NQ-DHDCD 2026 dated March 31, 2026 of the General Meeting of Shareholders.*

The Board of Directors of Dong Nai Water Joint Stock Company has issued the Regulations on the Operation of the Board of Directors, which include the following contents:

### Chapter I GENERAL REGULATIONS

#### Article 1. Scope of Regulation and Applicable Subjects

1. Scope of application: This regulation specifies certain aspects regarding the organizational structure and operation of the Company's Board of Directors.

2. Scope of Application: This regulation applies to the Board of Directors, its members, the Management Board, and all related individuals and entities.

#### Article 2. Explanation of Terms

The terms used in these Regulations are explained in Article 1 of the Company's Articles of Association.



### **Article 3. Principles of operation 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 assigned duties and jointly accountable to the General Meeting of Shareholders and to 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 Chief Executive Officer to organize and implement the resolutions and decisions of the Board of Directors.

4. No member of the Board of Directors may, in the name of the Board of Directors, directly interfere with the day-to-day operations of the Director.

## **Chapter II DETAILED REGULATIONS**

### **Article 4. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, the Company's Charter, and these Regulations, including the right to reserve their personal opinions.

2. Members of the Board of Directors have obligations as stipulated in the Company's Articles of Association, relevant laws, and the following obligations:

a) To perform my duties honestly and diligently for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide input on the issues discussed;

c) Timely and complete reporting of Board of Directors meetings and all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the next meeting on transactions between the Company, its subsidiaries and members of the Board of Directors and their related parties; and transactions between the Company in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

d) Members of the Board of Directors and their related parties must report to the State Securities Commission and the Stock Exchange and disclose information when conducting share transactions of the Company in accordance with the law.

### **Article 5. Right of Board of Directors members to access information**

1. Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers to provide information and documents



regarding the financial situation and business operations of the Company and its subsidiaries.

2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

### **Article 6. Rights and obligations of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors exercises the rights and obligations in accordance with the law, the Company's Articles of Association, 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) To sign documents on behalf of the Board of Directors in the name of the General Meeting of Shareholders and the Board of Directors;

c) Approve of Board of Directors members' business trips within and outside the country using company funds;

d) On behalf of the Board of Directors, sign employment contracts and appointment decisions for the Board of Directors, Chief Accountant/ Head of Accounting, Chief/Deputy Chief of the Board of Directors' Office; sign authorization contracts to represent the Company's capital contribution with representatives of the Company's capital contribution in other enterprises;

(d) To proactively sign documents, handle matters on behalf of the Board of Directors, and report the results to the Board of Directors at the nearest meeting:

- Signing decisions:

+ Decisions regarding the approval of employees at the Company to travel abroad;

+ Decisions regarding the settlement of retirement benefits for officers appointed by the Board of Directors;

+ Decisions regarding the level and timing of salary and bonus payments for managers and executives in accordance with the Company's salary, bonus, and remuneration regulations and the resolutions of the General Meeting of Shareholders;

+ Decisions regarding the establishment and restructuring of committees, councils, teams, and working groups within the Company fall under the authority of the Board of Directors;

+ Decisions regarding the evaluation of the results of the nominations for emulation and reward titles of the Company, its subsidiaries, and affiliated companies;

+ Decisions regarding the appointment of representatives of capital stakes, members of the Board of Directors, executive board, and members of the



Supervisory Board to participate in training, workshops, studies, and experience exchange.

- + Decision to assign the annual plan to the group of representatives holding the company's capital in subsidiaries and affiliated companies.

- Signing documents approving the policy based on the proposal and request for opinion from the Company Director:

- + Approve policies related to personnel matters within the appointment authority of the Company Director;

- + Approve the annual plan for the deployment and rotation of officials and employees;

- + Approve the list of planned personnel, review and supplement the plan for the Company's leadership; Approve the list of planned personnel, review and supplement the plan for management personnel at the Company level, and the list of candidates nominated to represent the Company's capital stake.

- Signing documents approving the policy based on the Proposal and the request for opinion from the Head of the Company's capital representative group in subsidiaries and affiliated companies regarding the labor utilization plan, the method for determining the salary fund and bonus fund for managers and employees, the list of planned personnel, and the review and supplementation of the plan for the Company's leadership personnel in subsidiaries and affiliated companies; at subsidiaries and affiliated companies;

- Signing reports, notices, and documents related to verifying signatures, confirming work history, salary levels, resumes, declarations, evaluation results, publicizing planning, publicly disclosing assets and income, and overseas travel related to the group of people representing the capital stake, the Executive Management Board, the Chief Accountant, and the Head of the Supervisory Board of the Company;

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

2. The Chairperson 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 Chairperson of the Board of Directors as stipulated in the Company's Charter during his/her absence or inability to perform his/her duties.

3. To facilitate the management and timely resolution of unforeseen matters, the Board of Directors authorizes the Chairperson of the Board to communicate with Board members and, on behalf of the Board, resolve unforeseen matters directly related to the Company's production and business activities. Communication with Board members may take place via telephone, email, or other means, and the consensus of the majority of Board members on the matter discussed will serve as the basis for issuing a Board Resolution. Written opinions on the matter will be obtained later, as soon as possible. Simultaneously, the



Chairperson of the Board must report the results of the resolved matter at the next Board meeting.

4. The Board of Directors authorizes the Chairperson of the Board of Directors to preside over and coordinate with the Company's Management Board and relevant departments in reviewing and approving the meeting schedule and documents to be submitted to the Annual General Meeting of Shareholders of subsidiaries and affiliated companies.

5. Decisions of the Chairperson of the Board of Directors must comply with the provisions of the law and the Company's Articles of Association.

#### **Article 7. Rights and obligations of the Board of Directors**

1. The Board of Directors exercises its rights and obligations in accordance with the law, the Company's Articles of Association, the provisions of the General Meeting of Shareholders, and the following rights and obligations:

a) Submitting proposed water tariffs to the competent authorities for price determination, as requested by the Director;

b) Deciding on joint venture or partnership options with other entities;

c) Provide feedback on the matters for which the Company's capital representative is seeking opinions;

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

- Internal spending regulations;
- The process of accounting and preparing consolidated financial statements;
- Decisions on the issuance of regulations and rules defining the functions and duties of departments, divisions, and teams under the Company;
- Company's internal labor regulations, Company's collective labor agreement;
- Regulations regarding personnel recruitment at the Company;
- Regulations regarding training and development within the Company;
- Regulations on the implementation of democracy in the workplace;
- Regulations on workplace dialogue;
- Regulations on organizing employee conferences;
- Regulations on speaking, providing information, and maintaining the confidentiality of company documents and records;
- Regulations regarding the format, technical presentation of documents, and document titles of the Company;
- Regulations and rules that the Board of Directors authorizes the Director to approve and issue.



2. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual consequences and shall compensate the Company for the damages; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

### 3. Company Secretary

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

- a) Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing the company's governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;
- d) Other rights and obligations as decided by the Board of Directors.

### **Article 8. The Board of Directors' support agency**

The Board of Directors' support staff includes the Board Office and subcommittees established by the Board of Directors.

1. The Board of Directors' Office is an agency directly under the Board of Directors, functioning as an assistant, secretary, advisor, and supporter to the Board of Directors, the Chairperson of the Board of Directors, and the members of the Board of Directors in carrying out their duties and powers within their authority. The Board of Directors' Office includes the Chief of Office, the Deputy Chief of Office, the person in charge of company administration, the company secretary, and other staff members.

2. When necessary, the Board of Directors may establish or dissolve subcommittees to assist the Board of Directors. The staff of these subcommittees may be appointed by the Board of Directors from among company employees or hired as experts if deemed necessary.

3. The subcommittees operate according to the decisions of the Board of Directors.

4. The Board of Directors has the right to establish other supporting bodies as expressed through resolutions of the Board of Directors.



## **Article 9. Board Meetings**

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

2. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting and accompanying documents to the members of the Board of Directors and members of the Supervisory Board no later than three (03) working days before the meeting date. The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means or other methods and must ensure that it reaches 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 Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

3. A Board of Directors meeting is held when at least 3/4 of the members are present. The total number of members attending the meeting is more than the required number of members. If the meeting convened in accordance with this clause does not have the required number of members attending, a second meeting shall be convened 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 Board of Directors members attend.

## **Article 10. Minutes of the Board of Directors Meeting**

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

- a) Name, registered office address, and company registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
- g) The voting results clearly indicate which members approved, disapproved, and abstained;
- h) The issue that was approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson, the person recording the minutes, and all members attending the meeting.



2. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the Company due to their refusal to sign the minutes, in accordance with the Enterprise Law, the Company Charter, and relevant laws.

3. The chairperson, the person recording the minutes, and those signing the minutes are 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. Submission of annual reports**

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

- a) Report on the company's business results;
- b) Audited annual financial statements;
- c) Report evaluating the company's management and operations;
- d) The Supervisory Board's assessment report.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 21 days before the opening of the Annual General Meeting of Shareholders.

3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one year have the right to personally or together with a lawyer, accountant, or auditor holding a professional certificate directly review the reports stipulated in this Article.

#### **Article 12. Providing material support for the operation of the Board of Directors**

The Board of Directors uses the company's organizational structure, physical and technical resources, and seal to perform its management functions.



### **Article 13. Funding for the Board of Directors' operations**

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

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

- Costs for board meetings, including travel, food, and accommodation during the meeting period;
- Costs of market research, both domestic and international;
- Consulting fees.

3. The annual operating budget of the Board of Directors is planned within the Company's total annual expenses, approved by the General Meeting of Shareholders, and serves as the basis for implementation.

### **Article 14. Principles of management for enterprises in which the Company has contributed capital.**

1. The Board of Directors, acting on behalf of the Company, participates in the management of enterprises in which the Company has invested capital by exercising the rights and obligations of shareholders of those enterprises in accordance with the Articles of Association of those enterprises, through the representative of the Company's capital contribution.

2. The Board of Directors decides on the appointment, reappointment, commendation, and disciplinary action of representatives of the Company's capital contribution in other enterprises. The awarding of commendations/recognition of emulation titles under the Law on Emulation and Commendation to representatives of the Company's capital contribution holding management positions in enterprises shall be considered and decided by those enterprises/proposal submitted to the competent authority for decision in accordance with regulations.

3. Annually, the Board of Directors decides on the tasks and plan targets assigned to the representatives of the capital stake in the enterprises:

- a) These are subsidiaries listed on the consolidated financial statements;
- b) These are affiliated companies in which the Company holds  $\geq 30\%$  of the charter capital.

4. For businesses other than those mentioned in Clause 3 of this Article, the head of the group representing the capital stake of that business shall report to and seek the opinion of the Company's Board of Directors on the annual business plan in accordance with the Regulations on the Management and Evaluation of Capital Stake Representatives.

5. The Board of Directors shall inspect and supervise the representatives of the capital stake in the performance of their duties in accordance with the law, the



Articles of Association, the authorization contract for representing the capital stake, 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 Company's subsidiaries and branches. The Company Director manages these units and is responsible for reporting to the Board of Directors on their performance, results, and any issues arising within the Board's authority to resolve.

2. When necessary, the Board of Directors will request the Branch Director, Deputy Branch Director, Head/Manager of units, or other managers to provide information in accordance with Article 5 of these Regulations.

**Article 16. Relationship between members of the Board of Directors**

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the areas of responsibility of other Board members. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairperson of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the Company Charter, and these Regulations.

3. Members of the Board of Directors must report to the Board of Directors on the results of their assigned work; in exceptional cases, they must promptly report to the Chairperson of the Board of Directors for consideration and resolution.

4. In the event of a reassignment of duties among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairperson of the Board.

**Article 17. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

**Article 18. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.



2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

### **Chapter III ENFORCEMENT CLAUSES**

#### **Article 19. Amendments and Supplements**

1. Any amendments or additions to these Regulations must be considered by the Company's Board of Directors and submitted to the General Meeting of Shareholders for approval.

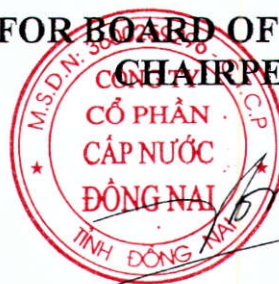
2. In the event that there are legal provisions relating to the activities of the Board of Directors not addressed in this Charter, or in the event that new legal provisions and the Company's Articles of Association differ from the provisions in this Charter, those provisions shall automatically apply and govern the activities of the Board of Directors.

#### **Article 20. Effective Date**

1. This regulation takes effect from the date of issuance. All previous regulations contrary to this regulation are hereby repealed.

2. Members of the Board of Directors, the Management Board, and representatives of relevant capital stakes are responsible for implementation. ry

**FOR BOARD OF DIRECTORS,  
CHAIRPERSON**



**Pham Thi Hong**