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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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# REGULATIONS

## ON THE OPERATION OF THE BOARD OF DIRECTORS

DA NANG WATER SUPPLY JOINT STOCK COMPANY

*Da Nang, October 30, 2026*

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| **DA NANG WATER SUPPLY JOINT STOCK COMPANY** | **SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness** |

# REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

# DA NANG WATER SUPPLY JOINT STOCK COMPANY

- *Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and the laws amending, supplementing or replacing the Law on Securities No. 54/2019/QH14;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and the laws amending, supplementing or replacing the Law on Enterprises No. 59/2020/QH14;*
- *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 Law on Securities; the Government's Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;*
- *Pursuant to the Ministry of Finance's Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies under 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 on Organization and Operation of Da Nang Water Supply Joint Stock Company;*
- *Pursuant to Resolution of the General Meeting of Shareholders No. 03/NQ-DHDCD dated October 30, 2026;*

The Board of Directors promulgates the Regulations on the Operation of the Board of Directors of Da Nang Water Supply Joint Stock Company.

The Regulations on the Operation of the Board of Directors of Da Nang Water Supply Joint Stock Company include the following contents:

## CHAPTER I. GENERAL PROVISIONS

### Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on the Operation of the Board of Directors stipulate the organizational and personnel structure, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors so as to operate in accordance with the Law on Enterprises, the Company's Charter and other relevant laws.
2. Subjects of application: These Regulations apply to the Board of Directors and members of the Board of Directors.
3. Unless otherwise provided, terms used in these Regulations have the same meanings as defined in the Charter and the Internal Regulations on Corporate Governance of the Company.

### Article 2. Operating principles of the Board of Directors

1. General principles:

a) The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their own work and are jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the development of the Company in accordance with the resolutions approved by the General Meeting of Shareholders;

b) The Board of Directors handles matters strictly within its scope of competence and in accordance with the order and procedures prescribed by law, the work programs and plans of the Board of Directors and the working rules in these Regulations;

c) The Board of Directors assigns the General Director the responsibility for organizing and directing the implementation of resolutions and decisions of the Board of Directors.

2. Principles for handling regular matters

a) The Board of Directors only considers and votes on written proposals within its competence submitted by the Chairman of the Board of Directors, members of the

Board of Directors, the General Director, the advisory and support apparatus and relevant units and individuals;

b) The Board of Directors holds meetings or collects written opinions to consider and vote on the submitted contents;

c) The Person in charge of corporate governance and the Company Secretary are responsible for urging and coordinating with relevant advisory units in preparing proposals and reports to ensure that dossiers are submitted to the Board of Directors on schedule and in accordance with the order and procedures.

3. Principles for issuing decisions

a) The Board of Directors holds meetings to approve the contents to be decided; the meeting Resolution bears all required signatures. If a general Resolution cannot yet be issued, partial Resolutions shall be issued for the approved contents for the Company to implement. For contents not yet approved, the relevant individuals/units shall be requested to further supplement and finalize them for consideration by the Board of Directors;

b) Where no meeting of the Board of Directors is held, the Chairman of the Board of Directors shall, on behalf of the Board of Directors, sign and issue decisions, resolutions and documents based on the contents approved by the Board of Directors through written opinion ballots in accordance with Clause 15, Article 15 of these Regulations.

4. Principles of authorization

a) The Chairman of the Board of Directors may authorize in writing a member of the Board of Directors in accordance with Clause 5, Article 35 of the Company's Charter;

b) A member of the Board of Directors may authorize another person to attend meetings of the Board of Directors in accordance with Clause 4, Article 33 of the Company's Charter if approved by a majority of the remaining members of the Board of Directors.

## CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors participate in handling the common work of the Board of Directors and, together with the Board of Directors as a collective, perform

the duties, responsibilities and powers of members of the Board of Directors as prescribed by the Law on Enterprises, the Law on Securities, relevant laws and the Company's Charter, and perform specific tasks assigned by the Board of Directors.

2. Members of the Board of Directors have full rights and obligations as prescribed by the Law on Enterprises, Clauses 4, 5, 6, 7 and 8 of Article 33, Article 34 and Clause 1 of Article 35 of the Company's Charter and Article 48 of the Internal Regulations on Corporate Governance, specifically as follows:

a) In exercising their rights, obligations and responsibilities, members of the Board of Directors shall strictly comply with current laws, decisions of the General Meeting of Shareholders, the Internal Regulations on Corporate Governance and other internal regulations of the Company and perform their duties honestly and prudently in the best interests of the shareholders and the Company. Where a decision passed by the Board of Directors is contrary to current laws or the Company's Charter and causes damage to the Company, the members of the Board of Directors who approved such decision shall be jointly and personally liable for such decision and must compensate the Company for the damage; members of the Board of Directors who opposed the passing of such decision shall be exempt from liability;

b) To fully attend meetings of the Board of Directors and give opinions on the issues brought up for discussion; members of the Board of Directors may authorize others to attend meetings if approved by a majority of the remaining members of the Board of Directors;

c) To promptly and fully report to the Board of Directors the remuneration received fromsubsidiaries, associated companies and other organizations;

d) To report to the Board of Directors at its nearest meeting transactions between the Company, its subsidiaries or companies in which the public company controls 50% or more of the charter capital and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the 03 most recent years prior to the time of the transaction;

e) Members of the Board of Directors and their related persons, when conducting transactions in the Company's shares, must report to the State Securities Commission and disclose information on such transactions in accordance with the law;

f) Members of the Board of Directors are responsible for reporting to the Board of

Directors other relevant matters as prescribed by current laws;

g) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and current laws.

3. Members of the Board of Directors proactively handle the assigned work; and report to the Board of Directors on the status and results of the assigned work under their charge.

4. Members of the Board of Directors are paid remuneration, bonuses and other benefits in accordance with Article 34 of the Company's Charter.

5. Members of the Board of Directors have the right to elect, dismiss and remove the Chairman of the Board of Directors in accordance with Clause 1, Article 35 of the Company's Charter.

**Article 4. Right of members of the Board of Directors to be provided with information**

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

2. Managers so requested must provide information and documents promptly, fully and accurately at the request of members of the Board of Directors.

**Article 5. Number, term of office and composition of members of the Board of Directors**

1. The Board of Directors consists of 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

3. Where the terms of office of all members of the Board of Directors expire at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Composition of the Board of Directors:

a) The composition of the Company's Board of Directors must ensure that at least 01 (one) member of the Board of Directors is a non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently

holding executive positions in the Company to ensure the independence of the Board of Directors;

b) A member of the Board of Directors ceases to be a member of the Board of Directors in case of dismissal, removal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises and Article 32 of the Company's Charter;

c) The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

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

1. Members of the Board of Directors must satisfy the following standards and conditions:

a) Not being a subject specified in Clause 2, Article 17 of the Law on Enterprises;

b) Holding at least a university degree; having professional qualifications and experience in business management or in the Company's principal business lines, and not necessarily being a shareholder of the Company;

c) A member of the Company's Board of Directors may only concurrently be a member of the Board of Directors or Members' Council of at most 05 other companies;

d) Members of the Board of Directors must not be family members of the General Director and other Managers of the Company;

e) Other conditions and standards as prescribed by current laws, the Internal Regulations on Corporate Governance and other regulations of the Company from time to time.

**Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairman of the Company's Board of Directors may not concurrently hold the position of General Director of the Company or General Director (Director) of another public company.
3. The Chairman of the Board of Directors is responsible for directing the work of the Board of Directors during their term of office, and for considering and deciding on the governance work of the Company in accordance with the Company's Charter,

internal regulations and current laws. The Chairman of the Board of Directors has the following rights and obligations:

a) To formulate the programs and operation plans of the Board of Directors; to monitor and urge members of the Board of Directors in performing their duties;

b) To prepare agendas, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;

c) To organize the passing of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors and the Company's activities;

e) To chair the General Meeting of Shareholders;

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

4. Where the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the dismissal or removal.

5. Where the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles specified in the Company's Charter. Where there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education establishment, absconds from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of their members to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision of the Board of Directors is made.

6. When deemed necessary, the Board of Directors shall decide to appoint 01 or more persons as Company Secretary for a term decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that this is not contrary to current labor laws. The Company Secretary has the following rights and obligations:

a) To assist in organizing and convening meetings of the General Meeting of

Shareholders and the Board of Directors; to take meeting minutes;

b) To assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;

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

d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; and in complying with the obligations to provide information, disclose information and carry out administrative procedures;

e) Other rights and obligations as prescribed in the Company's Charter and the Internal Regulations on Corporate Governance.

**Article 8. Dismissal, removal, 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 satisfy the standards and conditions specified in Article 6 of these Regulations;

b) Having submitted a resignation letter which is accepted;

c) No longer being an authorized representative or capital representative of an institutional shareholder as decided by such organization;

d) Being an authorized representative of an institutional shareholder which is no longer a shareholder of the Company;

e) Other cases as prescribed by current laws and the Company's Charter.

2. The General Meeting of Shareholders shall remove 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 in force majeure events;

b) Other cases as specified in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors, or dismiss or remove members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a 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 compared with the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case specified in Point a, the General Meeting of Shareholders shall, at its nearest meeting, elect new members to replace members of the Board of Directors who have been dismissed or removed.

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

1. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate candidates for membership of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for membership of the Board of Directors. Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders. The number of Board of Directors candidates that may be nominated depends on the percentage of shares owned by the shareholder or group of shareholders against the total number of voting shares, as follows:

a) From 10% to less than 20%: may nominate a maximum of one (01) candidate;

b) From 20% to less than 30%: may nominate a maximum of two (02) candidates;

c) From 30% to less than 40%: may nominate a maximum of three (03) candidates;

d) From 40% to less than 50%: may nominate a maximum of four (04) candidates;

e) From 50% or more: may nominate a maximum of five (05) candidates.

Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for membership of the Board of Directors.

2. Where the number of Board of Directors candidates through nomination and self-nomination is still insufficient as required under Clause 1, Article 31 of the Company's Charter, the incumbent Board of Directors shall introduce additional candidates or organize the nomination of Board of Directors candidates in

accordance with Point b, Clause 3, Article 16 of the Company's Charter or the Election Regulations. 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 the law.

3. Where the number of candidates additionally nominated by the incumbent Board of Directors under Clause 2 of this Article is still insufficient, the Board of Directors shall organize nominations by other shareholders in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The organization by the incumbent Board of Directors of additional nominations of candidates by other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Voting to elect members of the Board of Directors must be conducted by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to cast all or part of their total votes for one or several candidates. Elected members of the Board of Directors are determined by the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. Where 02 or more candidates obtain the same number of votes for the last seat on the Board of Directors, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria specified in the election regulations or the Company's Charter.

5. The dismissal and removal of members of the Board of Directors by the General Meeting of Shareholders shall be carried out by the voting method (for, against, abstain). The approval ratio under the voting method shall be in accordance with Clause 2, Article 25 of the Company's Charter.

## Article 10. Notification of the election, dismissal and removal of members of the Board of Directors

1. Where Board of Directors candidates have been identified, the Company must disclose information relating 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. Board of Directors

candidates must make a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. The disclosed information relating to Board of Directors candidates includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial positions (including positions on the Boards of Directors of other companies);

e) Interests related to the Company and the Company's related parties;

f) Other information (if any) as prescribed in the Company's Charter;

The Company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors or other managerial positions and the interests related to the Company of the Board of Directors candidate (if any).

2. Notification of the results of the election, dismissal and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

## CHAPTER III. THE BOARD OF DIRECTORS

### Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide on and exercise the rights and perform the obligations of the Company, except for the rights and obligations falling within the competence of the General Meeting of Shareholders.
2. The Board of Directors must fully comply with its responsibilities and obligations as prescribed by law, the Company's Charter and the Company's internal regulations.
3. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers, obligations and responsibilities:

a) To be accountable to shareholders for the Company's operations;

b) To treat all shareholders equally and respect the interests of persons with interests

related to the Company;

c) To decide on the Company's strategy, medium-term development plan and annual production, business and investment plans for submission to the General Meeting of Shareholders for approval as prescribed in Point a, Clause 1, Article 19 of the Company's Charter;

d) To propose the classes of shares and the total number of shares of each class authorized for offering;

e) To decide on the sale of unsold shares within the number of shares of each class authorized for offering; to decide on raising additional capital in other forms;

f) To decide on the selling prices of the Company's shares and bonds;

g) To decide on the redemption of shares as prescribed in Sections 4.1 and 4.2, Clause 4, Article 12 of the Company's Charter;

h) To decide on investment plans and investment projects within its competence and limits as prescribed by law;

i) To decide on solutions for market development, marketing and technology;

j) To approve purchase, sale, borrowing and lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements, except for contracts and transactions falling within the decision-making competence of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 19 of the Company's Charter and Clauses 1 and 3, Article 167 of the Law on Enterprises;

k) To elect, dismiss and remove the Chairman of the Board of Directors; to decide on the planning, appointment, dismissal, transfer, contract signing, commendation, discipline and contract termination in respect of the General Director and other managers in accordance with the Company's Charter and the law; to decide on salaries, remuneration, bonuses and other benefits of such managers; to decide on the appointment, termination, change, commendation, discipline, remuneration, assignment of tasks, etc. of authorized representatives participating in the Members' Council, Supervisory Board or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such persons; to decide on bonus levels for members of the Board of Directors, the Executive Board, the Supervisory Board, etc. on the basis of the Bonus Fund for Managers and the Supervisory Board approved by the General Meeting of Shareholders;

l) To supervise and direct the General Director and other managers in the day-to-day management of the Company's business and the implementation of resolutions and

decisions of the Board of Directors; to supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the General Director and other managers, including the misuse of the Company's assets and abuse of transactions with related parties; to resolve the Company's complaints against managerial staff and decide on the selection of the Company's representative to handle matters related to legal procedures against such managerial staff;

m) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment and dissolution of subsidiaries, branches and representative offices, and on capital contributions to and purchases of shares in other enterprises;

n) To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

o) To submit the audited annual financial statements to the General Meeting of Shareholders;

p) To propose the annual dividend rate and determine the interim dividend rate; to decide on the time limit and procedures for dividend payment or the handling of losses incurred in business operations; to organize the payment of dividends;

q) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

r) To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

s) To report on the Company's corporate governance at the annual General Meeting of Shareholders and disclose information in the Company's Annual Report in accordance with the securities law on information disclosure;

t) To develop and promulgate the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors after approval by the General Meeting of Shareholders; to develop and promulgate the Company's Regulations on Information Disclosure, the Operating Regulations of units, the Financial Management Regulations and other regulations in accordance with current laws for effective corporate governance;

u) To decide on the establishment of sub-committees assisting the Board of Directors; to appoint the Person in charge of corporate governance;

v) To organize training on corporate governance and necessary skills for members of

the Board of Directors, the General Director and other managers of the Company;

w) Within the scope specified in Clause 2, Article 33 of the Company's Charter and except for cases specified in Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the amendment and suspension of the Company's major contracts for renegotiation with partners if deemed to affect the interests of the Company;

x) Matters concerning business, investment, organization, labor and wages, and other transactions and matters which the Board of Directors decides require approval within the scope of its powers and responsibilities:

- To decide on the approval of plans serving production and business, investment projects, consultancy, research, appraisal and approval of total value…

  + Plans serving production and business, and project investments arising outside the annual plan;

  + Investment in the procurement of equipment and production lines;

  + Other investments within the competence of the Board of Directors;

- To decide on the approval of the Company's wage scale and payroll system; to approve the Company's annual labor and wage plans and finalization; to decide on matters relating to organizational management, staff planning, staffing, use of labor, wages, training, etc. in the long term, short term and annually for the Company;

- To decide on approvals in the areas of procurement, bidding, liquidation of assets, materials and goods, major repairs and contracts and transactions...:

  + To approve the Company's borrowing, lending, mortgage, security, guarantee and indemnity contracts;

  + To approve contractor selection plans for all bid packages; contractor selection results,…

  + To approve plans, cost estimates, dossiers and procedural steps for procurement…

y) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company's Charter and the Internal Regulations on Corporate Governance.

6. The Board of Directors assigns each member of the Board of Directors to directly monitor one or several areas of work; and decentralizes and delegates authority to members of the Board of Directors in charge of sub-committees under the Board of

Directors.

7. The Board of Directors passes resolutions and decisions by voting at meetings, by collecting written opinions or by other forms prescribed by the Company's Charter and the Internal Regulations on Corporate Governance. Each member of the Board of Directors has one vote.

8. Where a resolution or decision passed by the Board of Directors is contrary to the law, resolutions of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted for such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who opposed the passing of such resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request a Court to suspend the implementation of or annul such resolution or decision.

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

1. The Board of Directors approves contracts and transactions with a value of less than 35%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of less than 35%, of the total asset value recorded in the most recent financial statements, between the Company and any of the following:

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

2. The person representing the Company in signing a contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board of the related parties to such contract or transaction, enclosing the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter provides for a different time limit; members of the Board of Directors with interests related to the parties to the contract or transaction shall have no voting rights.

**Article 13. Responsibility of the Board of Directors in convening an 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 interests of the Company;

b) The number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members required by law;

c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 16 of the Company's Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, bearing the signatures of all relevant shareholders, or the request may be made in multiple copies collectively bearing the signatures of all relevant shareholders;

d) At the request of the Supervisory Board;

e) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members specified in Clause 1, Article 32 of the Company's Charter, or from the date of receipt of a request specified in Points c and d, Clause 1 of this Article;

3. The convener of a General Meeting of Shareholders must perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting; the 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 venue of the meeting;

f) Announce and send the notice of invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date;

- The notice of invitation must contain the name, head office address and enterprise code; the names and contact addresses of shareholders, the time and venue of the meeting and other requirements for attendees.
- The notice of invitation shall be sent by a method ensuring that it reaches the contact address of the shareholder, or posted on the Company's website.
- The notice of invitation shall be accompanied by the following documents:

  + The meeting agenda, documents used at the meeting and draft resolutions on each issue on the agenda;

  + Voting ballots.

g) Other tasks serving the meeting.

**Article 14. Sub-committees assisting the Board of Directors.**

1. The Board of Directors may establish sub-committees under it in charge of development policies, personnel, remuneration and bonuses, internal audit, risk management, etc. The number of members of a sub-committee shall be decided by the Board of Directors, with at least 03 persons including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of a sub-committee, and one of them shall be appointed Head of the sub-committee as decided by the Board of Directors. The activities of sub-committees must comply with the regulations of the Board of Directors. Resolutions of a sub-committee are only valid when a majority of its members attend and vote in favor at a meeting of the sub-committee.
2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.
3. Members of the Board of Directors directly monitor, consistently and effectively,

one or several areas of work assigned to them by the Board of Directors. The assigned work, duties and powers of members of the Board of Directors shall be specified for each area of work assigned. Members of the Board of Directors are responsible for convening and chairing thematic meetings and workshops on the assigned work and have the right to use the Company's executive apparatus to implement the policies, orientations, strategies, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

## CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

### Article 15. Meetings of the Board of Directors

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 or percentage of votes. Where more than one member has the same highest number or percentage of votes, the members shall elect by majority one of them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings. The order and procedures for meetings of the Board of Directors are specified in the Company's Charter and the Internal Regulations on Corporate Governance.
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 Supervisory Board;

b) At the request of the 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 as prescribed by the Company's Charter.

4. A request specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and the issues to be discussed and decided within 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 a request specified in Clause 3 of this Article. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be liable for

any damage caused to the Company; the requester has the right to convene the meeting of the Board of Directors in place of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of a meeting of the Board of Directors must send the notice of invitation at least 05 working days before the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda and the issues to be discussed and decided. The notice of invitation must be accompanied by the documents used at the meeting and the members' voting ballots.

   The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods prescribed by the Company's Charter, ensuring that it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members of the Board of Directors or their authorized representatives under Clause 4, Article 33 of the Company's Charter attend. Where a meeting convened under this Clause does not have the required number of attending members, it shall be convened for the second time within 07 days from the date intended for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to attend and vote at a meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting or other electronic forms;

d) Sending voting ballots to the meeting by mail, fax or email;

e) Sending voting ballots by other means as prescribed in the Company's Charter.

10. Where voting ballots are sent to the meeting by mail, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots may only be opened in the presence of all meeting attendees.

11. Voting

a. Except as provided in Point b, Clause 11 of this Article, each member of the Board of Directors or authorized person under Clause 8 of this Article who is personally present at a meeting of the Board of Directors has one (01) vote;

b. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum quorum required to hold a meeting of the Board of Directors on decisions on which such member has no voting rights;

c. In accordance with Point d, Clause 11 of this Article, when an issue arises at a meeting concerning the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive their voting rights, the ruling of the Chairman of the meeting shall be final, unless the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors benefiting from a contract as specified below is deemed to have a material interest in such contract:

- For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without related interests;

- For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more, of the total asset value recorded in the most recent financial statements, the material contents of such transaction as well as the relationships and interests of the member of the Board of Directors have been disclosed to

shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

e. Supervisors have the right to attend meetings of the Board of Directors and to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or proposed to be signed with the Company and who is aware of having an interest therein is responsible for disclosing such interest at the first meeting of the Board at which the signing of such contract or transaction is discussed. Where a member of the Board of Directors is not aware that they or their related persons have an interest at the time the contract or transaction is signed with the Company, such member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the above transaction or contract.

13. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the attending members; in case of a tie, the final decision shall be on the side of the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to collect written opinions of members of the Board of Directors in accordance with Clause 14, Article 36 of the Company's Charter to pass Resolutions of the Board of Directors when approving matters within the competence of the Board of Directors under Clause 3, Article 11 of these Regulations. The procedure for collecting written opinions is as follows:

a) The Company's advisory apparatus is responsible for researching, advising, drafting and preparing contents in areas within the decision-making competence of the Board of Directors and sending all relevant dossiers and documents to the Company Secretary;

b) The Secretary shall send all dossiers and the Letter for Collecting Opinions (using the form in *Appendix 1*) in paper form, as an electronic document or by email to each member of the Board of Directors. Members of the Board of Directors are responsible for sending their written opinions within 05 working days from receipt of all documents. In special cases, the time limit may be shorter or longer than the

above, but not less than 1 day and not more than 10 working days;

c) Upon expiry of the opinion collection period, the Company Secretary shall prepare a Summary Table of Voting Ballots (using the form in Appendix 2). If a member of the Board of Directors has not given or fails to give an opinion by the prescribed deadline, such member shall be deemed to agree with the contents on which opinions are collected.

A resolution in the form of collecting written opinions is passed on the basis of the approval of a majority of the members of the Board of Directors with voting rights. Such resolution has the same effect and validity as a resolution passed at a meeting.

16. Meetings of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a) Hear each of the other participating members of the Board of Directors speak at the meeting;

b) Speak to all other attending members simultaneously. Discussions among members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The venue of a meeting held under this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed at a telephone meeting duly organized and conducted take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

17. The Chairman of the Board of Directors is responsible for sending the minutes of meetings of the Board of Directors to the members, and such minutes constitute conclusive evidence of the work conducted at the meeting unless objections to the contents of the minutes are raised within 10 days from the date of sending. Minutes of meetings of the Board of Directors shall be made in Vietnamese and may also be made in a foreign language. The minutes must bear the signatures of the Chairman and the minute-taker.

**Article 16. Minutes of Board of Directors meetings**

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

a) Name, head office address and enterprise code;

b) Time and venue of the meeting;

c) Purposes, agenda and contents of the meeting;

d) Full name of each member attending the meeting or person authorized to attend and the manner of attendance; full names of members not attending and the reasons;

e) Issues discussed and voted on at the meeting;

f) Summary of the opinions expressed by each attending member in the chronological order of the meeting;

g) Voting results, clearly stating the members who voted for, against and abstained;

h) Issues approved and the corresponding approval ratios;

i) Full names and signatures of the Chairman, the minute-taker and all members of the Board of Directors attending the meeting, except for the case specified in Clause 3 of this Article.

2. Based on the Minutes, the Board of Directors shall issue Resolutions on matters within the competence of the Board of Directors as prescribed by law for implementation after the Representative has reported to the People's Committee of Da Nang City for its opinion on such matters; for matters necessary for the Executive Board to implement, the Board of Directors shall issue a General Conclusion Notice.

3. Where the Chairman or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors who attended and agreed to approve the minutes of the meeting, and contain all contents specified in Points a, b, c, d, e, f, g and h, Clause 1 of this Article, such minutes shall be valid**.** The meeting minutes shall clearly state the refusal of the Chairman or the minute-taker to sign them. The signatories of the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The Chairman and the minute-taker shall be personally liable for damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with this Law, the Company's Charter and relevant laws.

4. The Chairman, the minute-taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

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

6. Minutes made in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the minutes in Vietnamese and in the foreign language, the contents of the minutes in Vietnamese shall prevail.

## CHAPTER V. REPORTS AND DISCLOSURE OF INTERESTS

### Article 17. Submission of annual reports

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

a) Report on the Company's business results;

b) Financial statements;

c) Report assessing the management and operation of the Company;

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 30 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, by themselves or together with lawyers, accountants or auditors holding practising certificates, to directly review the reports specified in this Article.

### Article 18. 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 based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working on sub-committees of the Board of Directors or performing other work outside the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per assignment, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses incurred in 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 sub-committees of the Board of Directors.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval of the General Meeting of Shareholders. Such insurance does not cover liabilities of members of the Board of Directors relating to violations of the law and the Company's Charter.

**Article 19. Disclosure of related interests**

Unless the Company's Charter provides for stricter regulations, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:

a) Name, enterprise code, head office address and business lines of enterprises in which they own capital contributions or shares; the percentage and time of such ownership of capital contributions or shares;

b) Name, enterprise code, head office address and business lines of enterprises in which their related persons jointly own or separately own capital contributions 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 the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form 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 perform it upon approval by a majority of the remaining members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

## CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

### Article 20. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing one another of relevant matters in the course of handling their assigned work.

2. In the course of handling work, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling of matters relating to areas under the charge of other members of the Board of Directors. Where members of the Board of Directors still have differing opinions, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within their competence, or organize a meeting or collect opinions of members of the Board of Directors in accordance with the law, the Company's Charter and these Regulations.

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

### Article 21. Relationship with the Executive Board

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

**Article 22. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while maintaining close coordination and mutual support in performing their duties.
2. Upon receipt of inspection minutes or summary reports of the Supervisory Board, the Board of Directors is responsible for studying them and directing the relevant departments to formulate plans and make timely corrections.

## CHAPTER VII. IMPLEMENTATION PROVISIONS

**Article 23. Effectiveness**

The Regulations on the Operation of the Board of Directors of Da Nang Water Supply Joint Stock Company consist of 7 chapters and 23 articles and take effect from October 30, 2026./.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

M.S.D.N: 0400101066 - C.T.
CÔNG TY CỔ PHẦN CẤP NƯỚC ĐÀ NẴNG
THÀNH PHỐ ĐÀ NẴNG

**Ho Huong**

## APPENDIX OF FORMS

### Appendix 1: Form of Letter for Collecting Voting Opinions

| | |
|---|---|
| **DA NANG WATER SUPPLY JOINT STOCK COMPANY** | **SOCIALIST REPUBLIC OF VIETNAM**<br>**Independence - Freedom - Happiness** |
| No.: ..... /TLYK-HDQT | *Da Nang, ……/……/20…* |

**LETTER FOR COLLECTING OPINIONS**

**Re: …….**

To: Members of the Board of Directors

- *Pursuant to the Charter on Organization and Operation of Da Nang Water Supply JSC;*
- *Pursuant to the Internal Regulations on Corporate Governance of Da Nang Water Supply JSC;*
- *Pursuant to the Regulations on the Operation of the Board of Directors of Da Nang Water Supply JSC;*
- *Pursuant to ……;*

The Chairman of the Board of Directors requests members of the Board of Directors to study and vote on the following content:

Content for collecting opinions: "……"

Opinions of members of the Board of Directors (using the attached Voting Ballot) shall be sent to the Company Secretary's email address ……@gmail.com, or by telephone or in writing, no later than .../…./20…

Contact address: Da Nang Water Supply JSC, No. 57 Xo Viet Nghe Tinh Street, Hoa Cuong Ward, Da Nang City - Telephone: …… Fax:.....

Sincerely!

**CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Signature, full name and seal)*

**DA NANG WATER SUPPLY**
**JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**
Independence - Freedom - Happiness

*Da Nang, ……/……/20…*

# VOTING BALLOT

**Re: …….**

Having received the Letter for Collecting Opinions and studied the contents of the accompanying documents regarding ……..; my opinion is as follows:

| No. | Voting content | For | Against | Abstain |
|---|---|---|---|---|
| 01 | | | | |
| 02 | | | | |

Other comments (if any):

…….

…….

…….

* *Note: Members of the Board of Directors vote by marking [X] in the corresponding voting box.*

**MEMBER OF THE BOARD OF DIRECTORS**
*(Signature and full name)*

**Appendix 2: Form of Summary Table of Voting Ballots**

| | |
|---|---|
| **DA NANG WATER SUPPLY JOINT STOCK COMPANY** | **SOCIALIST REPUBLIC OF VIETNAM**<br>**Independence - Freedom - Happiness** |

*Da Nang, ……/……/20…*

## SUMMARY TABLE OF OPINIONS OF THE BOARD OF DIRECTORS

***Under the written opinion ballot dated … / … / 20… (round … of 20…)***

- *Pursuant to ……;*
- *……;*

The voting results of the members of the Board of Directors are summarized as follows:

*Unit: votes*

| No. | Proposal No. | Votes for | Votes against | Abstain |
|---|---|---|---|---|
| 01 | Content ……. | …/5(*) | …/5 | …/5 |

Voting details as in the attached Appendix.

*(*) Members of the Board of Directors not sending Opinion Ballots*

Other opinions:

Member of the Board of Directors ***Nguyen Van A***:

…….

Member of the Board of Directors ***Nguyen Van B***:

…….

| | |
|---|---|
| **COMPANY SECRETARY** | **CHAIRMAN OF THE BOARD OF DIRECTORS** |
| *(Signature and full name)* | *(Signature, full name and seal)* |

**APPENDIX TO THE SUMMARY TABLE OF VOTING OPINIONS OF THE BOARD OF DIRECTORS**

***Under written opinion ballot No. … dated … / … /20…***

| No. | PROPOSAL NO. | VOTES (X) OF MEMBERS OF THE BOARD OF DIRECTORS | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Nguyen Van A | | | Nguyen Van B | | | Nguyen Van C | | | Nguyen Van D | | | Nguyen Van E | | |
| | | For | Against | Abstain | For | Against | Abstain | For | Against | Abstain | For | Against | Abstain | For | Against | Abstain |
| 01 | ……. | x | | | x | | | x | | | | x | | x(*) | | |
| 02 | ……. | | | | | | | | | | | | | | | |

*(*) Members of the Board of Directors **Nguyen Van E** not sending Opinion Ballots*

**COMPANY SECRETARY**
*(Signature and full name)*