**BWA: Annual Corporate Governance Report 2023**

On January 5, 2024, Bao Loc Supply Sewerage and Construction Joint Stock Company announced Report No. 11/BC-CTNBL on corporate governance 2023, as follows:

Company name: Bao Loc Supply Sewerage and Construction Joint Stock Company

Head office address: No. 56 Le Thi Pha Street, Ward 1, Bao Loc City, Lam Dong Province

Tel: 063.3864073 Fax: 063.371160 Email: Blaowaco@yahoo.com

Charter capital: VND 27,000,000,000

Securities code: BWA

Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager/Manager

1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandates/Decision No. | Date | Contents |
| 01 | 162/NQ-DHDCD | June 28, 2023 | * Approve the production and business activities results 2022 of the Company, The Audited Financial Statements 2022 and the production and business plan 2023. * Approve the Report on activity results in 2022, Plan for 2023, summary of the 2018-2022 term, and operating orientation for the term of 2023-2028 of the Board of Directors. * Approve the Report on activity results in 2022, Plan for 2023 and summary of the 2018-2022 term, and operating orientation for the term of 2023-2028 of the Supervisory Board. * Approve the planned dividend rate of 2023: 4.5% * Approve the total realized salary fund 2022: VND 7,231 billion, the plan for 2023: VND 7,412 billion, the realized remuneration of the Board of Directors and the Supervisory Board 2022: VND 197.1 million, and the plan for 2023: VND 216 million. * Approve the plan on profit distribution and appropriation for funds in 2022. * Approve the list of audit companies and authorize the Board of Directors to select an audit company for 2023 in accordance with the provisions of law and the Company's charter. * Approve making a plan to adjust the Company's clean water price according to the provisions of Circular No. 44/2021/TT-BTC and submit it to the People's Committee of Lam Dong Province for approval. * Approve the contents of ensuring investment capital for "Dai Nga River Surface Water Plant Construction Project in Bao Loc City" and "Bao Loc City Water Supply Pipeline System Investment Project - Phase 1" of the Company according to the policy of People's Committee of Lam Dong Province. * Approve the amendment and supplement to the Company’s Charter on organization and operation. * Approve the Regulations on participation in nomination and candidacy for members of the Board of Directors and members of the Company's Supervisory Board for the term of 2023 - 2028. * Approve the Election Rules for members of the Board of Directors and members of the Supervisory Board for the term of 2023 - 2028. * Approve the number of members of the Board of Directors for the term of 2023-2028 being 05 members; number of members of the Supervisory Board for the term of 2023-2028 being 03 members, and approve the list of candidates and nominations to the Board of Directors and the Supervisory Board for the term of 2023 - 2028. * Elect members of the Board of Directors and the Supervisory Board for the term of 2023 - 2028. |

1. The Board of Directors (Annual report)
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Nguyen Trong Hieu | Chair of the Board of Directors | June 28, 2023 |  |
| 02 | Nguyen Huu Kien | The Company’s Manager | June 28, 2023 |  |
| 03 | Nguyen Thi Thu Truc | Member of the Board of Directors - Chief Accountant | June 28, 2023 |  |
| 04 | Nguyen Dong Anh Khoa | Secretariat of the Board of Directors | June 28, 2023 |  |
| 05 | Pham Duc Tu | Member of the Board of Directors - In charge of the Science and Technology department | June 28, 2023 |  |
| 06 | Vo Thanh Y | Member of the Board of Directors | May 25, 2018 | June 28, 2023 |

1. Board Resolutions/Decisions (Annual report):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision Number | Date | Contents |
| 01 | 03/NQ-HDQT | March 16, 2023 | Approve the dividend prepayment 2022 at 4.5% in cash |
| 02 | 04/NQ-HDQT | March 16, 2023 | Approve extending the time of organizing the General Meeting of Shareholders 2023, term of 2023-2028 |
| 03 | 05/NQ-HDQT | March 16, 2023 | Approve evaluating, re-appointing and nominating the representatives of State capital at the Company according to the provisions of Decree No. 159/2020/ND-CP |
| 04 | 06/NQ-HDQT | March 16, 2023 | Approve the report on the results of implementing the General Mandate, the Resolution in 2021 and the plan for production and business activities 2022; agree on the content that needs to be consulted by owners by voting at the General Meeting of Shareholders 2023. |
| 05 | 09/NQ-HDQT | May 25, 2023 | * Approve the production and business results in Q1/2023. * Approve the preparation for the General Meeting of Shareholders 2023 for the term of 2023-2028. |
| 06 | 17/NQ-HDQT | June 28, 2023 | Elect the Chair of the Board of Directors for the term of 2023 - 2028 |
| 07 | 18/NQ-HDQT | June 28, 2023 | Appoint the Manager of the Company for the term of 2023-2028. |
| 08 | 20/NQ-HDQT | June 28, 2023 | Appoint the person in charge of corporate governance, the Secretariat of the Board of Directors for the term of 2023-2028. |
| 09 | 23/NQ-HDQT | July 22, 2023 | * Approve the results of implementing the Resolution and the plan for production and business activities for the first 6 months of 2023. * Select an audit company for the Financial Statements 2023 of the Company * Approve the policy of implementing the following tasks: Monitoring at pumping stations; new water price plan and project implementation progress. |
| 10 | 26/NQ-HDQT | December 12, 2023 | * Approve the summary of the production and business 2023 of the Company and the expected plan for production and business 2024 * Review and correct unrealized contents according to the conclusions at the meeting. * Approve the unit price for buying and selling upstream water with Thien Hoa An Joint Stock Company in 2024. * Approve the investment preparation work to build a new headquarters combined with a water regulation tank in 2024 to ensure water supply safety. |

1. The Supervisory Board (Annual report)
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Thi Nga | Chief of the Supervisory Board | June 28, 2023 |  | Bachelor of Economics |
| 2 | Le Ngoc Van | Member of the Supervisory Board | May 25, 2018 | June 28, 2023 | Bachelor of Economics |
| 3 | Nguyen Diem Thuy Dung | Member of the Supervisory Board | June 28, 2023 |  | Bachelor of Business Administration |
| 4 | Nguyen Van Tien | Member of the Supervisory Board | June 28, 2023 |  | Bachelor of Finance - Accounting |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Huu Kien | May 19, 1969 | Electrical Engineer | Date of appointment as the Manager: June 28, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Nguyen Thi Thu Truc | October 19, 1980 | Bachelor of Economics | June 06, 2019 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) and transactions of related persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction | Number of General Mandate/Resolution/ Decision of the General Meeting of Shareholder or the Board of Directors approving the transaction | Quantity and share ownership rate after transactions | Note |
| 1 | People's Committee of Lam Dong Province | State shareholder | - | No. 04 Tran Hung Dao Street, Ward 3, Da Lat City, Lam Dong | 2008 | - | 2,050,300  (75.94%) | Record date for the ownership list: April 14, 2023 |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report).
4. Company’s share transactions of PDMR and affiliated persons: None.
5. Other significant issues: None.