**NDW: Annual Corporate Governance Report 2023**

On January 05, 2023, Nam Dinh Water Supply Joint Stock Company announced Report No. 08/BCQT-NDW on corporate governance in 2023, as follows:

Name of public company: Nam Dinh Water Supply Joint Stock Company

Head office address: No. 30 Cu Chinh Lan Street, Tran Te Xuong Ward, Nam Dinh City, Nam Dinh Province, Vietnam

Tel: (0228) 3649.510 Fax: (0228) 3636.679.

Charter capital: VND 343,117,480,000.

Securities code: NDW

Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of Managers.

Internal audit execution: None.

1. Activities of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | 01-2023/NQ-DHDCD | February 01, 2023 | General Mandate in the form of collecting shareholders' opinions via a ballot:Approve the distribution of the remaining profit for 2021.Approve the participation in the bidding to be the investor of the Clean Water Plant Project in Hai Minh Commune and Hai Trung Commune, Hai Hau District, Nam Dinh Province. |
| 2  | 01/NQ-DHDCD2023-HDQT | April 06, 2023 | 1. Approve reports:* Report on activities of the Board of Directors in 2022
* Report on activities of the Supervisory Board in 2022.
* Report on the Production and Business Activities in 2022 and the Production and Business Plan for 2023
* Audited Financial Statements 2022
1. Approve the Production and Business Plan for 2023 and the Production and Business Plan for the term 2023-2028.
2. Approve the profit distribution and dividend payment plans in 2022
3. Approve the Remuneration Payment Plan for the Board of Directors and the Supervisory Board in 2023
4. Approve the authorization for the Board of Directors to choose an audit company for the Financial Statements 2023.
5. Approve the election of members of the Board of Directors for the 2013-2028 term
6. Approve the election of members of the Supervisory Board and the Chief of the Supervisory Board for the term of 2023-2028
 |

1. Activities of the Board of Directors
2. Information about members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Dang Quy | Chair of the Board of Directors | April 2023 |  |
| 2  | Mr. Nguyen Sy Long | Vice Chair of the Board of Directors-cum-General Manager | April 2023 |  |
| 3  | Mr. Dinh Van Hoa | Vice Chair of the Board of Directors-cum-Deputy General Manager | April 2023 |  |
| 4 | Mr. Tran Ngoc Chien | Member of the Board of Directors-cum-Deputy General Manager | April 2023 |  |
| 5 | Mr. Do Huu Minh | Member of the Board of Directors, Deputy General Manager, Person in charge of corporate governance | April 2023 |  |
| 6 | Mr. Tran Ngoc Bao | Member of the Board of Directors | April 2023 |  |
| 7  | Ms. Kieu Hai Anh | Member of the Board of Directors | April 2023 |  |

1. Board Resolutions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | 01/NQ-HDQT | February 24 | Approve the agenda of the Annual General Meeting of Shareholders 2022Build a water supply plan for expanding the city and surrounding areas |
| 2  | 03/NQ-HDQT | April 06 | Approve the election of the Chair and Vice Chair of the Board of Directors in the term of 2023-2028 |
| 3 | 04/NQ-HDQT | April 06 | Approve the dividend payment of 2022 in cash to existing shareholders |
| 4 | 06/NQ-HDQT | April 06 | Decision on the appointment of the General Manager, the Deputy General Managers; the Chief Accountant; the Person in charge of Corporate Governance and the Company Secretariat for the 2023-2028 term |
| 5 | 08/NQ-HDQT | June 29 | The Executive Board is assigned to:* Select and sign a contract with a qualified consultant to prepare the bidding documents for selecting the investors for the Water Plant Project in Hai Hau District, Nam Dinh Province.
* Negotiate with partners to select a joint venture to participate in the bidding for selecting the investors for the Clean Water Plant Project in Hai Hau District, Nam Dinh Province.
 |
| 6 | 09/NQ-HDQT | August 04 | The Executive Board is assigned to:* Continue to implement the bidding work to be the investor of the Clean Water Plant Project in Hai Minh and Hai Trung Communes, Nam Dinh Province.
* Implement the dividend prepayment 2023 for shareholders
 |
| 7  | 10/NQ-HDQT | October 31 | Assign the Company’s Executive Board to sign a business cooperation contract with DNP Water Joint Stock Company to implement the construction of the Clean Water Plant Project in Hai Minh Commune, Hai Hau District, Nam Dinh Province. |
| 8  | 11/NQ-HDQT | December 22 | Supplement the Salary Fund in 2023;Approve the Salary Fund Plan for 2024; |

1. The Supervisory Board:
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Luyen | Chief of the Supervisory Board | April 2023 | Bachelor of Economics |
| 2 | Nguyen Van Ngon | Member of the Supervisory Board | April 2023 | Bachelor of Tourism Management and Master of Business Administration |
| 3 | Tran Hong Duc | Member of the Supervisory Board | April 2023 | Construction Engineer - Major in Water Supply and Drainage - Water Environment |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Nguyen Sy Long | September 12, 1970 | Bachelor of Laws | April 2023 |
| 2  | Tran Ngoc Chien | April 17, 1966 | Construction Engineer - Major in Water Supply and Drainage | April 2023 |
| 3  | Dinh Van Hoa | February 16, 1970 | Bachelor of Economics, Master of Economic Management | April 2023 |
| 4 | Do Huu Minh | January 21, 1983 | Master of Business Administration | April 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Tran Thi Hong Phan | October 16, 1974 | Master of Business Administration | April 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the Public Company as prescribed in Clause 34, Article 6 of the Law on Securities and transactions of affiliated persons of the Company with the Company itself:
3. Transactions between the Company and the affiliated person of the Company; or between the Company and major shareholders, PDMR and persons related to PDMR: None.
4. Transactions between the PDMR of the Public Company, affiliated persons of PDMR and subsidiaries, companies under the control of the Public Company: None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the company that members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of making the report): None.
	2. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive 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 and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR:
7. Company’s share transactions of PDMR and affiliated persons: Appendix 5 attached
8. Other significant issues: None.

APPENDIX 05: Company’s share transaction of PDMR and affiliated persons.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reason for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |  |
| 1 | SETFIL Water Treatment Equipment Joint Stock Company  | Member of the Board of Directors | 3,122,306 | 9.1% | 1,726,267 | 5.03% | Sell to reduce ownership in NDW |
| 2  | Dinh Van Hoa | Vice Chair of the Board of DirectorsDeputy General Manager | 0 | 0 | 122,176 | 0.36% | Buy |
| 3 | Nguyen Thi Luyen | Chief of the Supervisory Board | 7,200 | 0.02% | 56,705 | 0.16% | Buy |
| 4 | Nguyen Manh Ha | Ms. Nguyen Thi Luyen’s husband - Chief of the Supervisory Board | 7,100 | 0.02% | 56,605 | 0.16% | Buy |
| 5 | Nguyen Ngoc Luyen | Ms. Nguyen Thi Luyen’s sibling - Chief of the Supervisory Board | 6,000 | 0.016% | 25,802 | 0.08% | Buy |
| 6 | Tran Thi Hong Phan | Chief Accountant | 55,876 | 0.16% | 105,381 | 0.31% | Buy |
| 7  | Nguyen Van Ngon | Member of the Supervisory Board | 6,400 | 0.018% | 95,509 | 0.28% | Buy |
| 8  | Tran Thi Bich Thao | Mr. Do Huu Minh’s wife - Member of the Board of Directors, Deputy General Manager and Person in charge of Corporate Governance | 5,600 | 0.016% | 55,105 | 0.16% | Buy |