**NS2: Annual Corporate Governance Report 2023**

On January 12, 2024, Hanoi Water Supply Number 2 Joint Stock Company announced Report No. 04/HDQT-NS2 on the corporate governance of 2023 as follows:

* Name of Company: Hanoi Water Supply Number 2 Joint Stock Company
* Head office address: Km01, Nguyen Van Linh Street, Phuc Dong Ward, Long Bien District, Hanoi City
* Tel: 024.38750394 Fax: 024.38750396 Email: nuocsach2hn@hawater.com.vn
* Charter capital: VND 568,000,000,000
* Securities code: NS2
* Corporate governance model: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate/ Decision No. | Date | Content |
| 1. | 21/NQ- DHDCD | April 26, 2023 | The Annual General Meeting of Shareholders approved the following contents:* Report on activities of the Board of Directors in 2022 and the operational plan for 2023.
* Report on activities of the Supervisory Board in 2022 and operational orientation for 2023;
* Production and business results of 2022, the Audited Financial Statements 2022, and the Annual Corporate Governance Report 2022.
* Production and business plan for 2023
* Profit distribution plan in 2022 and profit distribution plan for 2023.
* The authorization for the Board of Directors to select an independent audit company to audit the Financial Statements 2023.
* The remuneration for members of the Board of Directors and the salary, remuneration and operating expenses of the Supervisory Board in 2023
 |
| 2. | 51/NQ-DHDCD | October 04, 2023 | Extraordinary General Meeting of Shareholders 2023: Adjust the production and business plan and profit distribution plan in 2023 based on the change in the price of clean water for daily use in Hanoi in Decision No. 3541/QD-UBND dated July 07, 2023 of the Hanoi People’s Committee.  |

1. The Board of Directors:
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) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1. | Duong Quoc Tuan | Chair of the Board of Directors, Non-executive member of the Board of Directors | June 29, 2020 |  |
| 2. | Le Van Thinh | Non-executive member of the Board of Directors | June 29, 2020 |  |
| 3. | Ta Ky Hung | Member of the Board of Directors - Manager - Executive member of the Board of Directors | June 29, 2020 |  |
| 4. | Tran Thi Phuong Thao | Member of the Board of Directors - Deputy Manager - Executive member of the Board of Directors | June 29, 2020 |  |
| 5. | Ngo Van Duc | Member of the Board of Directors - Deputy Manager - Executive member of the Board of Directors | June 29, 2020 |  |

1. Resolutions/Decisions
* Resolution

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| No. | Resolution No. | Date | Content |
| 1. | 01/NQ-HDQT | January 04, 2023 | Approve the loan plan to invest in the project: Renovate and upgrade the water supply system according to the progress of local infrastructure improvement in Co Loa Commune, Dong Anh District |
| 2. | 07/NQ-HDQT | February 23, 2023 | Agree to adjust the content of the draft production and business plan and financial targets of 2023 on Resolution No. 60/NQ-HDQT dated December 23, 2022 |
| 3. | 10/NQ-HDQT | March 10, 2023 | Approve the following contents* Plan on organizing the Annual General Meeting of Shareholders 2023
* Assignment of duties to the Organizational Committee of the Annual General Meeting of Shareholders 2023
* The draft Report on activities of the Board of Directors in 2022 and the orientation, plan for 2023.
* Report on the remuneration of the Board of Directors and the Supervisory Board in 2022 and the remuneration plan for 2023.
* Report on reviewing the implementation of the labor and salary plan in 2022 and the draft labor and salary plan in 2023.
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| 4. | 15/NQ-HDQT | March 29, 2023 | Approve the following contents:* The draft financial plan for 2023.
* Report on the implementation of the labor and salary plan in 2022 and the labor and salary plan in 2023.
* Report on Remuneration of the Board of Directors and the Supervisory Board in 2022 and Remuneration plan for 2023;
* Report on profit distribution plan in 2022 and profit distribution plan for 2023
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| 5. | 20/NQ-HDQT | April 18, 2023 | Promulgate a list of projects and the planned arrangement of capital for construction and investment, renovation, repair and purchase of assets to reinforce the facilities in 2023 |
| 6. | 22/NQ-HDQT | April 26, 2023 | Promulgate the production and business plan for 2023 |
| 7. | 23/NQ-HDQT | April 26, 2023 | Approve the Financial Plan for 2023 |
| 8. | 24/NQ-HDQT | April 26, 2023 | Approve the Labor Plan for 2023 |
| 9.  | 25/NQ-HDQT | April 26, 2023 | Approve the salary and remuneration plan in 2023 |
| 10. | 27/NQ-HDQT | May 23, 2023 | Select Vietnam Auditing and Evaluation Co., Ltd. as the audit company to review the Semi-Annual Financial Statements and audit the Financial Statements 2023 of Hanoi Water Supply Number 2 Joint Stock Company. |
| 11. | 28/NQ-HDQT | June 15, 2023 | Approve the investment plan and the project of investing in construction to expand and complete the centralized water supply network in Soc Son District - Phase I |
| 12. | 29/NQ-HDQT | June 15, 2023 | Approved the dividend payment plan for 2022 |
| 13. | 33/NQ-HDQT | June 29, 2023 | Approve the loan plan to invest in the project: Supplement installation and improve water supply pipelines for Soc Son District in 2022 |
| 14. | 34/NQ-HDQT | June 29, 2023 | Approve the investment plan and the project of investing in construction to expand and complete the centralized water supply network in Dong Anh District - Phase I |
| 15. | 42/NQ-HDQT | July 25, 2023 | Approve the following contents:* The situation of implementing the construction and investment plan for the first 6 months of 2023 and implementation plan for the last 6 months of 2023
* Adjust the distribution of capital to implement construction and investment projects in 2023.
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| 16. | 43/NQ-HDQT | July 26, 2023 | Approve adjusting the structure of capital source of the loan plan to invest in the project: Renovate and upgrade the water supply system according to the progress of local infrastructure improvement in Dong Anh District on Resolution No. 53/NQ-HDQT dated November 14, 2022 |
| 17. | 44/NQ-HDQT | July 31, 2023 | Approve the following contents:* Plan on organizing the Extraordinary General Meeting of Shareholders 2023
* Report on adjusting the production and business plan in 2023.
* Adjust the financial and profit distribution plan for 2023.
* Adjust the salary and remuneration plan in 2023
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| 18. | 47/NQ-HDQT | August 10, 2023 | Convene the Extraordinary General Meeting of Shareholders 2023 |
| 19. | 52/NQ-HDQT | October 06, 2023 | Adjust Section 1, Article 1 of Resolution No. 22/NQ-HDQT dated April 26, 2023 of the Company’s Board of Directors |
| 20. | 53/NQ-HDQT | October 06, 2023 | Approve the Financial plan in 2023 (adjusted) |
| 21. | 54/NQ-HDQT | October 06, 2023 | Approve the salary and remuneration plan in 2023 (adjusted) |
| 22. | 55/NQ-HDQT | October 11, 2023 | Approve the loan plan to invest in the project: Invest in construction to expand and complete the centralized water supply network in Soc Son District - Phase I |
| 23. | 56/NQ-HDQT | October 11, 2023 | Approve the loan plan to invest in the project: Invest in construction to expand and complete the centralized water supply network in Dong Anh District - Phase I |
| 24. | 64/NQ-HDQT | December 28, 2023 | Approve the investment plan and the project of investing in construction to expand and complete the centralized water supply network in Soc Son District - Phase II |

* Board Decision

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| No. | Decision No. | Date | Content |
| 1. | 09/QD-HDQT | March 06, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 2. | 17/QD-HDQT | April 05, 2023 | Establish the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023. |
| 3. | 30/QD-HDQT | June 15, 2023 | 2022 Dividend payment |
| 4. | 48/QD-HDQT | August 28, 2023 | Establish the Organizing Committee of the Extraordinary General Meeting of Shareholders 2023 |
| 5. | 50/QD-HDQT | September 07, 2023 | Establish the Shareholder's Eligibility Verification Committee for the Extraordinary General Meeting of Shareholders 2023. |
| 6. | 66/QD-HDQT | December 28, 2023 | Re-appointment of employees |
| 7. | 67/QD-HDQT | December 29, 2023 | Increasing salary for employees |

1. The Supervisory Board/Audit Committee:
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 | Qualification |
| 1 | Tran Thi Ngoc Bich | Chief of the Supervisory Board | June 29, 2020 | Bachelor of Economics |
| 2 | Dang Thu Hai | Member of the Supervisory Board | June 29, 2020 | Master of Business Administration |
| 3 | Quach Manh Cuong | Member of the Supervisory Board | June 29, 2020 | Master of Business Administration |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1. | Ta Ky Hung | March 15, 1975 | Master in Hydrogeology, Supply and Drainage Engineer | June 29, 2020 |
| 2. | Tran Thi Phuong Thao | October 03, 1974 | Construction Economics Engineer | July 02, 2020 |
| 3. | Ngo Van Duc | April 16, 1976 | Master of Infrastructure Engineering, Supply and Drainage Engineer | July 02, 2020 |
| 4. | Pham Anh Tuan | January 02, 1969 | Supply and Drainage Engineer | July 02, 2020 |
| 5. | Le Thi Ngoc Lan | November 27, 1976 | Bachelor of Economics majoring in Accounting | January 01, 2024 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Le Thi Ngoc Lan | November 27, 1976 | Bachelor of Economics majoring in Accounting | January 01, 2024 |

1. Training on corporate governance: None
2. List of affiliated persons of the public Company and transactions between the affiliated person of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: None
4. Transaction between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. 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 companies in which affiliated persons of members of the Board of Directors, members of 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) which can bring material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, the Manager (General 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: None
8. Other significant issues: None