**VW3: Annual Corporate Governance Report 2023**

On January 16, 2024, VIWASEEN3 Joint Stock Company announced Report No. 04/BC-HDQT as follows:

* Name of the Company registered for trading: VIWASEEN3 Joint Stock Company
* Head office address: Km 14+500, Highway 1A, Lien Ninh Commune, Thanh Tri District, Ha Noi City
* Phone: 0243.8615419; Fax: 0243.6860383
* Email: kxd.tckt@gmail.com
* Charter capital: VND 20,000,000,000
* Securities code: VW3
* Company governance model: The General Meeting, the Board of Directors, the Supervisory Board and the Managing Director
1. Activities of the General Meeting:

On May 16, 2023, VIWASEEN3 Joint Stock Company organized the Annual General Meeting 2023.

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| No. | General Mandate/Decision No. | Date | Content |
| 01 | 01/2023/NQ-DHCD | May 16, 2023 | * Report on production, business, investment, development activities in 2022 and the production, business, investment, development plan for 2023;
* Report on activities of the Board of Directors in 2022 and orientation, tasks for 2023;
* Report on activities of the Supervisory Board in 2022.
* Approve the Audited Financial Statements 2022
* Approve the profit distribution plan in 2022.
* Approve the settlement of remuneration for the Board of Directors, the Supervisory Board in 2022 and the plan for 2023;
* Approve the selection of a list of companies to audit the Financial Statements 2023;
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1. Board of Directors in 2023:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Ngo Van Dung | Chair of the Board of Directors | May 06, 2022 |  |
| 2  | Nguyen Huu Hanh | Member of the Board of Directors | May 06, 2022 |  |
| 3 | Nguyen Thi Huong | Member of the Board of Directors | May 06, 2022 |  |
| 4 | Luu Xuan Quang | Member of the Board of Directors | May 06, 2022 |  |
| 5 | Nguyen Hai Dang | Member of the Board of Directors | May 06, 2022 |  |

1. Resolutions/Board Decisions.

The Company’s Board of Directors organized 08 meetings to approve issues under the authority of the Board of Directors.

In 2023, the Board of Directors promulgated 08 Resolutions and 3 Decisions as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Board Decision  | Date | Contents |
| A | Resolutions |  |  |
| 1 | 05/NQ-HDQT | April 04, 2023 | Resolution of the meeting on April 4, 2023 with the following main contents:* Agree and vote to approve the production, business, investment, development plan in 2022 and production, business, investment, development plan for 2023
* Agree and vote to approve the implementation situation of the production, business, investment, development activities in Q1/2023 and the production, business, investment, development plan for Q2/2023;
* Report the results of implementing the financial plan in 2022 and the financial plan for 2023.
* Report the result of the meeting of assets verification and debt handling at 12 a.m., January 01, 2023
* Approve the salary fund in 2022 and the salary plan for 2023;
 |
| 2  | 07B/NQ-HDQT | April 19, 2023 | Resolution on TOC2 Package business plan - the project of developing level II transmission network, Song Da water supply system. |
| 3 | 13/NQ-HDQT | May 25, 2023 | Resolution of the meeting on May 25, 2023 with the following main contents:* Agree to adjust and supplement task contents of each member of the Board of Directors in the draft of task distribution of the Board of Directors and officially promulgate to implement.
* Agree and vote to approve the report on the financial plan in 2023 and capital recovery, debt recovery plan
* Approve the report on the implementation status of TOC2.EPC Package - the project of developing level II transmission network, Song Da water supply system.
 |
| 4 | 16/NQ-HDQT | July 18, 2023 | Resolution of the meeting on July 18, 2023 on approving the record date for the list of shareholders to pay dividends in 2022. |
| 5 | 18/NQ-HDQT | September 26, 2023 | Resolution dated September 26, 2023 on approving credit limit plan at Tien Phong Commercial Joint Stock Bank - Ha Noi Branch |
| 6 | 20/NQ-HDQT | November 24, 2023 | Resolution dated November 24, 2023 on approving the value of the list of liquidated assets that are damaged and no longer usable and have been fully depreciated. |
| 7  | 23/NQ-HDQT | November 27, 2023 | Resolution dated November 27, 2023 on approving the plan of line of credit extension at Vietnam Bank for Agriculture and Rural Development - Thanh Tri Branch |
| 8  | 25/NQ-HDQT | December 19, 2023 | Resolution dated December 19, 2023 on approving the supplement to business lines and convening the Extraordinary General Meeting to approve the contents of supplementing the Company’s Charter |
| B | Decisions |  |  |
| 1 | 06/QD-HDQT | April 04, 2023 | Decision on approval of the realized salary fund in 2022 and the realized salary fund plan for 2023; |
| 2 | 07C/QD-HDQT | April 19, 2023 | Decision on TOC2 Package business plan - the project of developing level II transmission network, Song Da water supply system. |
| 3 | 14/QD-HDQT | May 25, 2023 | Decide to assign tasks to members of the Company's Board of Directors |

1. 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 | Bui Khanh Linh | Chief | May 06, 2022 | Master in International Accounting; Bachelor in Economics |
| 2  | Bui Viet Trung | Member  | May 06, 2022 | Bachelor in Laws |
| 3 | Le Ngoc Binh | Member | May 06, 2022 | Water Supply and Drainage Engineer |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Huu Hanh | December 12, 1963 | Managing Director - Water supply and drainage engineer | July 11, 2022 |
| 2 | Luu Xuan Quang | September 01, 1975 | Deputy Managing Director - Water supply and drainage engineer | July 11, 2022 |
| 3 | Vu Duc Toan | April 22, 1975 | Deputy Managing Director - Civil and Industrial Construction Engineer | October 10, 2019 |
| 4 | Nguyen Viet Dung | June 16, 1972 | Deputy Managing Director - Doctor of Economics, Construction Engineer, Bachelor in Foreign Languages | August 26, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Van Hai | March 17, 1977 | Bachelor in Accounting | July 11, 2022 |

1. Training on corporate governance
2. List of related individuals of the Company (2023) and transactions between the related individuals of the Company and the Company.
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities: None
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who have been founding members or members of the Board of Directors and Executive Manager for the past 3 years (as of the date of reporting): None
	2. Transactions between the Company and the companies where related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors and Executive Manager: None
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers: None.
6. Share transactions of PDMR and related persons of PDMR in 2023.
7. Company’s share transactions of PDMR and related persons of PDMR:

Detailed figures are in the attached Appendix 03.

1. Other significant issues: None

The Company’s shares transactions between PDMR and related 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 | Reasons for increase or decrease (buy, sell, convert) | Note |
| Number of shares | Rate  | Number of shares | Rate |
| 1 | Nguyen Thi Thu Trang | Wife of Mr. Bui Viet Trung (member of the Supervisory Board) | 500 | 0.025% | 0 | 0% | Sell |  |