**HEJ: Annual Corporate Governance Report 2023**

On January 16, 2024, Vietnam Hydraulic Engineering Consultants Corporation - JSC announced Report No. 03/2024/BC-HDQT on the corporate governance in 2023 as follows:

1. Name of Company: Vietnam Hydraulic Engineering Consultants Corporation - JSC
2. Head office address: No. 2 Lane 95, Chua Boc Street, Trung Liet Ward, Dong Da District, Hanoi
3. Tel: 024.38522331
4. Fax: 024.38536169
5. Email: chungkhoan@hec.com.vn
6. Charter capital: VND 44,000,000,000
7. Securities code: HEJ
8. Corporate governance model:

* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the Extraordinary General Meeting of Shareholders and General Mandates/Decisions of the Annual General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 41/2023/NQ/DHDCD | June 16, 2023 | Annual General Mandate |

1. The Board of Directors (Semi-Annual Report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Manh Hai | Chair of the Board of Directors | March 31, 2022 |  |
| 2 | Mr. Nguyen Hoang Linh | Member of the Board of Directors | March 31, 2022 |  |
| 3 | Mr. Ly Thai Hai | Vice Chair of the Board of Directors, Independent member of the Board of Directors | March 31, 2022 |  |
| 4 | Mr. Luong Cao Anh | Member of the Board of Directors | March 31, 2022 | June 16, 2023 |
| 5 | Ms. Dang Thanh Tu | Member of the Board of Directors | March 31, 2022 | June 16, 2023 |
| 6 | Mr. Nguyen Ngoc Phu | Member of the Board of Directors | June 16, 2023 |  |
| 7 | Mr. Pham Van Tu | Member of the Board of Directors | June 16, 2023 |  |

1. Board Resolutions/Decisions (Semi-Annual Report):

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 09, 2023 | Appoint Mr. Pham Van Tu to hold the position of Deputy General Manager of the Corporation's investment segment. |
| 2 | 06/2023/NQ-HDQT | February 14, 2023 | Appoint Mr. Nguyen Chi Truong to hold the position of Deputy General Manager. |
| 3 | 10/2023/NQ-HDQT | February 27, 2023 | Resolution on approving the General Manager's Proposal. |
| 4 | 15/2023/NQ-HDQT | April 24, 2023 | Record the list of shareholders to exercise the right to attend the Annual General Meeting of Shareholders 2023. |
| 5 | 19/2023/NQ-HDQT | May 12, 2023 | Dismiss Mr. Nguyen Duy Thoan from the position of Deputy General Manager from May 12, 2023. |
| 6 | 29/2023/NQ-HDQT | May 24, 2023 | Appoint Mr. Vo Van Lung as the Permanent Deputy General Manager. |
| 7 | 24/2023/NQ-HDQT | May 23, 2023 | * Dismiss Mr. Luong Cao Anh from the position of General Manager from June 01, 2023; * Appoint Mr. Vu Van Chinh as the General Manager on June 01, 2023. |
| 8 | 37/2023/NQ-HDQT | June 08, 2023 | Dismiss Mr. Le Nho Thinh from the position of Deputy General Manager from June 08, 2023. |
| 9 | 43/2023/NQ-HDQT | June 21, 2023 | * Assign Mr. Nguyen Ngoc Phu - Member of the Board of Directors to make professional decisions in survey consulting and irrigation design; * Assign Mr. Pham Van Tu - Member of the Board of Directors to decide all works related to the Corporation's investment items. |
| 10 | 44/2023/NQ-HDQT | July 31, 2023 | * Dismiss Ms. Pham Thuy Quynh from the position of person in charge of corporate governance; * Appoint Ms. Tran Thi Phuong Hao as the person in charge of corporate governance. |
| 11 | 49/2023/NQ-HDQT | July 31, 2023 | * Promulgate Regulations on the signing, implementation and payment of production and business contracts (second amendment); * Promulgate the Regulations on salary, bonus and welfare regimes (first amendment); * Promulgate the Regulations on financial management (third amendment). |
| 12 | 54/2023/NQ-HDQT | August 29, 2023 | * Dismiss the following positions: the Manager of Printing Company, the Manager of Nha Trang Representative Office, the Manager of HEC12 for Ms. Pham Thuy Quynh; * Appoint Mr. Vu Van Chinh to hold the position of Manager of the above units from August 29, 2023. |
| 13 | 62/2023/NQ-HDQT | September 20, 2023 | Invest and contribute capital of VND 510 million to establish HEC Management and Services Joint Stock Company. |
| 14 | 63/2023/NQ-HDQT | October 10, 2023 | Merge the Sales Department, Investment Department and Bidding Department into the Planning and Investment Department. |
| 15 | 65/2023/NQ-HDQT | October 10, 2023 | Renovate the headquarters of HEC14 and build canteen for employees. |
| 16 | 66/2023/NQ-HDQT | November 01, 2023 | Allow HECMS to use some existing assets at HEC14 to build canteen. |
| 17 | 67/2023/NQ-HDQT | November 08, 2023 | Remove Article 2 of Resolution No. 104/2022 dated December 14, 2022 on the mechanism for bidding teams. |
| 18 | 68/2023/NQ-HDQT | November 17, 2023 | Appoint Mr. Pham Dac Long to hold the position of Manager of HEC16 from November 17, 2023. |

1. The Supervisory Board/Audit Committee (Semi-Annual Report):
2. Information about members of the Supervisory Board/the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Truong Kieu Minh | Chief of the Supervisory Board | March 31, 2022 |  |
| 2 | Ms. Pham Thuy Quynh | Member of the Supervisory Board | March 31, 2022 |  |
| 3 | Mr. Ngo The Trang | Member of the Supervisory Board | March 31, 2022 |  |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as Member of the Executive Board | Date of dismissal as member of the Executive Board |
| 1 | Mr. Luong Cao Anh - General Manager | April 01, 1977 | Master of Economics | January 01, 2023 | June 01, 2023 |
| 2 | Mr. Vu Van Chinh - General Manager | May 14, 1984 | Construction Engineer | June 01, 2023 |  |
| 3 | Mr. Nguyen Chi Truong - Deputy General Manager | November 05, 1970 | Master in Irrigation Engineering | February 15, 2023 |  |
| 4 | Mr. Pham Van Tu - Deputy General Manager | August 10, 1984 | Construction Engineer | February 10, 2023 |  |
| 4 | Mr. Vo Van Lung - Deputy General Manager | April 17, 1959 | Master of Engineering | May 24, 2023 |  |
| 5 | Mr. Nguyen Duy Thoan - Deputy General Manager | October 05, 1974 | Master of Engineering | July 01, 2022 | May 15, 2023 |
| 6 | Mr. Le Nho Thinh - Deputy General Manager | October 04, 1973 | Master of Engineering | August 01, 2022 | June 08, 2023 |
| 7 | Mr. Do Ngoc Cuong - Deputy General Manager | November 15, 1970 | Master of Engineering | August 01, 2022 |  |
| 8 | Mr. Nguyen Huu Cuong - Deputy General Manager | September 14, 1980 | Master of Macro Economics | December 14, 2022 |  |

1. Chief Accountant:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as Member of the Executive Board | Date of dismissal as member of the Executive Board |
| 1 | Ms. Do Thi Cam Tu | October 29, 1981 | Bachelor of Economics | May 01, 2022 |  |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Semi-Annual Report) and transactions between affiliated persons 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, or affiliated persons of PDMR: None.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR with subsidiaries and companies controlled by the Company: None.
5. Transactions between the Company and other entities: None.
   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 the 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 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.
6. Share transactions of PDMR and affiliated persons of PDMR (Semi-Annual Report)
7. Company’s share transaction of PDMR and affiliated persons: None