**VCW: Annual Corporate Governance Report 2023**

On January 18, 2024, Song Da Water Investment Joint Stock Company announced Report No. 30/2024/BC-HDQT on the corporate governance in 2023 as follows:

* Name of public company: Song Da Water Investment Joint Stock Company
* Head office address: Vat Lai Hamlet, Thinh Minh Commune, Hoa Binh City, Hoa Binh Province
* Tel: 02183840146 Fax: 02183840148; Email: [Viwasupco@gmail.com](mailto:Viwasupco@gmail.com)
* Charter capital: VND 750,000,000,000
* Securities code: VCW
* Corporate governance model:

The General Meeting of Shareholders, the Supervisory Board, the Board of Directors and the General Manager.

* Execution of the Supervisory Board’s function: Fully implemented.

1. Activities of the General Meeting of Shareholders:
2. Information of meetings and General Mandates/Decisions

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| No. | General Mandate/Decision No. | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | April 25, 2023 | Annual General Mandate |

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 | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Hoang Long | Chair of the Board of Directors | April 27, 2021 | April 25, 2023 |
| 2 | Mr. Le Van Thang | Chair of the Board of Directors | April 25, 2023 |  |
| 3 | Mr. Truong Khac Hoanh | Vice Chair of the Board of Directors | April 27, 2021 |  |
| 4 | Mr. Bui Le Khoa | Vice Chair of the Board of Directors | December 17, 2020 | April 25, 2023 |
| 5 | Mr. Nguyen Xuan Quy | Member of the Board of Directors | April 29, 2020 |  |
| 6 | Mr. Nguyen Anh Tuan | Member of the Board of Directors | April 29, 2020 |  |
| 7 | Mr. Bui Dang Khoa | Member of the Board of Directors | April 25, 2023 |  |

1. Board Resolutions/Decisions (in 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| I | Board Resolution | | |
| 1 | 01/2023/NQ-HDQT | January 12, 2023 | Resolution on salaries disbursement in December 2022 and performance bonuses for employees. |
| 2 | 02/2023/NQ-HDQT | February 28, 2023 | Resolution on the plan on recording the list of shareholders and the organization of the Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023/NQ-HDQT | February 28, 2023 | Resolution on the approval of the organizational structure, functions, and tasks of the Departments/Units, specialized departments, and personnel allocation of Song Da Water Investment Joint Stock Company. |
| 4 | 04/2023/NQ-HDQT | February 28, 2023 | Resolution on the approval of the estimate for adjustment of the bidding package price for several bidding packages under the plan on the selection of contractors for the project to develop the level 2 transmission network of the Song Da water supply system; |
| 5 | 05/2023/NQ-HDQT | February 28, 2023 | Resolution on the adjustment and supplementation of the contractor selection plan for certain packages within Phase 2 of the project (Urban Water Supply Chain System in Son Tay - Hoa Lac - Xuan Mai - Mieu Mon - Ha Noi - Ha Dong) |
| 6 | 06/2023/NQ-HDQT | February 27, 2023 | Resolution on the approval of the investment plan for 2023 |
| 7 | 07/2023/NQ-HDQT | March 28, 2023 | Resolution on the approval of certain content related to the organization of the Annual General Meeting of Shareholders 2023. |
| 8 | 08/2023/NQ-HDQT | April 13, 2023 | Resolution on the approval of the list of candidates for election as members of the Board of Directors of the Company for the term 2020-2025. |
| 9 | 09/2023/NQ-HDQT | April 19, 2023 | Decision on the approval of the contractor selection results for bidding package TOC2.EPC: Design, supply of materials and equipment, construction, installation, and acceptance for use within the project of developing the level 2 transmission network for the Song Da water supply system. |
| 10 | 10/2023/NQ-HDQT | April 19, 2023 | Resolution on the approval of the main contents of bidding package TOC2.EPC contract of the project of developing the level 2 transmission network. |
| 11 | 11/2023/NQ-HDQT | April 25, 2023 | Resolution on the election of Mr. Le Van Thang to the position of Chair of the Board of Directors of the Company from April 25, 2023. |
| 12 | 12/2023/NQ-HDQT | May 12, 2023 | Resolution on adjusting the schedule for completion of the construction item, the pipeline from the Treatment Area to the Tay Mo Regulation Station. |
| 13 | 13/2023/NQ-HDQT | June 09, 2023 | Resolution on the approval of selecting contractor for the project of developing the level 2 transmission network No. 1 of the Song Da water supply system. |
| 14 | 14/2023/NQ-HDQT | June 28, 2023 | Resolution on the approval of Deloitte Vietnam Audit Company Limited as the independent Financial Statements audit company for the year 2023. |
| 15 | 15/2023/NQ-HDQT | July 11, 2023 | Resolution on relieving Mr. Nguyen Xuan Quy from the position of Manager of the Branch - Project Management Board of Da River Clean Water Project from July 15, 2023; appointing Mr. Le Van Thang, currently serving as the standing Deputy Manager of the Project Management Board, to hold the position of Manager of the Project Management Board from July 15, 2023. |
| 16 | 16/2023/NQ-HDQT | July 27, 2023 | Resolution on the approval of the loan from VCB Bank - Tay Ho Branch for the investment and development project of the level 2 transmission network of the Song Da clean water supply system. |
| 17 | 17/2023/NQ-HDQT | August 28, 2023 | Resolution on the appointment of Mr. Nguyen Cao Hai as Deputy Manager of the Branch - Project Management Board of Song Da Clean Water, from August 28, 2023. |
| 18 | 18/2023/NQ-HDQT | October 10, 2023 | Resolution on approval of the contractor selection plan for the project of the connecting pipeline between facilities 1 and 2 of HADOWA Company within the level 2 transmission network of the Song Da water supply system. |
| 19 | 19/2023/NQ-HDQT | November 10, 2023 | Resolution on dividend payment in 2022 and dividend prepayment in cash in 2023. |
| 20 | 20/2023/NQ-HDQT | November 13, 2023 | Resolution on dividend payment in 2022 and dividend prepayment in cash in 2023. |
| II | Board Decision | | |
| 01 | 01/2023/QD-HDQT | April 25, 2023 | Decision on promulgating of the Regulations on organization and operation of the Board of Directors. |
| 02 | 02/2023/QD-HDQT | April 25, 2023 | Decision on promulgating Internal Regulations on Corporate Governance of Song Da Water Investment Joint Stock Company |
| 03 | 03/2023/QD-HDQT | May 31, 2023 | Decision on the approval of feasibility research report of level 2 transmission network development project No. 1 of Song Da water supply system. |
| 04 | 04/2023/QD-HDQT | June 16, 2023 | Decision on the approval of the bidding solicitation dossier for bidding package TOC2.01.EPC 'Design, procurement of goods, and construction' within the Project of developing level 2 transmission network No. 1 of the Song Da water supply system. |
| 05 | 05/2023/QD-HDQT | June 28, 2023 | Decision on promulgating the assignment of duties to members of the Board of Directors for the term of 2020-2025 |
| 06 | 06/2023/QD-HDQT | August 09, 2023 | Decision on the approval of the results of the contractor selection and the draft contract for bidding package TOC2.01.EPC 'Design, procurement of goods, and construction' within the Project of developing level 2 transmission network No. 1 of the Song Da water supply system. |
| 07 | 07/2023/QD-HDQT | September 29, 2023 | Decision on the approval of the feasibility research report for the investment in the construction of the connecting pipeline between facilities 1 and 2 of HADỌWA Company within the level 2 transmission network. |
| 08 | 08/2023/QD-HDQT | November 02, 2023 | Decision on the establishment of an inspection team to verify the settlement of investment capital for the completion of the construction item, the water transmission pipeline section from the Treatment Area to the Tay Mo Regulation Station. |
| 09 | 09/2023/QD-HDQT | November 21, 2023 | Decision on the approval of the value of the additional work volume for Contract EPC02 and the allocation of costs for construction consultancy and project management in the settlement value of investment capital for the completion of the construction item, the water transmission pipeline from the Treatment Area to the Tay Mo Regulation Station (40km). |
| 10 | 10/2023/QD-HDQT | November 21, 2023 | Decision on the approval of the settlement of the project for the completion of the construction item from the treatment area to the Tay Mo Regulation Station (40km). |
| 11 | 11/2023/QD-HDQT | December 16, 2023 | Decision on the establishment of an inspection team to verify the settlement of investment capital for the completion of certain items/projects in 2023. |
| 12 | 12/2023/QD-HDQT | December 28, 2023 | Decision on relieving Mr. Le Trung Dung from the position of Deputy Manager of the Branch of Song Da Water Investment Joint Stock Company from January 01, 2024. |
| 13 | 13/2023/QD-HDQT | December 28, 2023 | Decision on relieving Mr. Nguyen Chi Thinh from the position of Deputy Manager of the Branch - Song Da Water Investment Joint Stock Company from January 01, 2024. |
| 14 | 14/2023/QD-HDQT | December 28, 2023 | Decision on appointing Mr. Nguyen Thanh Son as Deputy Manager of the Branch - Project Management of Song Da Water Investment Joint Stock Company from January 01, 2024. |
| 15 | 15/2023/QD-HDQT | December 28, 2023 | Decision on settling the project of completing the item Mud Pumping Station 1 within the project in phase II. |
| 16 | 16/2023/QD-HDQT | December 28, 2023 | Decision on settling the project of completing the pipeline of the level 2 transmission network No. 1 of Song Da water supply system. |
| 17 | 17/2023/QD-HDQT | December 28, 2023 | Decision on settling the project of completing the water supply pipeline of the Song Da water supply system. |

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

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| --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Viet Trung | Chief | Appointed on April 19, 2022 | Bachelor of Auditing |
| 2 | Mr. Le Huy | Member | Appointed on April 27, 2021 | Bachelor of Accounting |
| 3 | Ms. Nguyen Thi Ngoc Oanh | Member | Appointed on April 27, 2021 | Bachelor of Accounting |

1. The Executive Board (The Board of Managers):

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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 Xuan Quy | October 28, 1973 | Construction Engineer | November 04, 2019 |
| 2 | Luu Viet Thinh | July 01, 1978 | Irrigation - Hydroelectricity Engineer | January 14, 2020 |
| 3 | Trinh Van Nam | September 16, 1975 | Construction Engineer - Major in Water Supply and Drainage - Environment | August 01, 2020 |
| 4 | Le Van Thang | December 17, 1980 | Electrical - Automation Engineer | January 06, 2022 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| 1 | Dao Gia Thang | January 01, 1981 | Bachelor of Economics majoring in Accounting | October 01, 2019 |

1. Training on corporate governance
2. List of affiliated person 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, or affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and the subsidiary, company controlled by the Company: None.
5. Transactions between the Company and other entities
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): None
   2. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) 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 Executive Manager (General Manager): None
6. Share transactions of PDMR and affiliated persons of PDMR in 2023.
7. Transaction of PDMR and affiliated persons related to the Company’s shares: None
8. Other significant issues: None