**HDW: Annual Corporate Governance Report 2023**

On January 18, 2024, Hai Duong Water Joint Stock Company announced Report No. 154/BC-HDQT on the corporate governance in 2023, as follows:

* Name of company: Hai Duong Water Joint Stock Company
* Head office address: No. 10, Hong Quang Street, Quang Trung Ward, Hai Duong City, Hai Duong Province.
* Tel: (0220) 3840380 - 3859104 Fax: (0220) 3840393 - 3859010.
* Email: ctycnhd@vnn.vn
* Charter capital: VND 318,824,700,000
* Securities code: HDW
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit execution: Implemented
1. Activities of the General Meeting:

Information about the meetings and General Mandates of the General Meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | Annual General Mandate 2023 | April 28, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Vu Manh Dung | Chair  | April 01, 2017 |  |
| 2 | Mr. Nguyen Van Phung | Vice Chair  | April 01, 2017 |  |
| 3 | Mr. Pham Minh Cuong | Member | April 01, 2017 |  |
| 4 | Ms. Nguyen Thi Huong | Member | April 01, 2017 | April 28, 2023 |
| 5 | Ms. Pham Thi Man | Non-executive members  | April 01, 2017 |  |
| 6 | Mr. Nguyen Thanh Son | Member | April 19, 2019 |  |
| 7 | Mr. Vu Van Nhan | Member | June 25, 2021 |  |

1. Board Resolutions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolutions | Date | Contents |
| 1 | Board Resolution of the 8th meeting of the Board of Directors for the term of 2022-2027. | February 20, 2023 | 1. Approve the Financial Statements in Q4/2022 and the Financial Statements of the year
2. Approve the Report on production and business activities of 2022 and the Expected Profit distribution plan of 2022.
3. Approve the Proposal on the settlement of realized salary for employees, and salary and remuneration fund for managers in 2022 and the planned salary fund for employees and salary and remuneration for managers for 2023.
4. Approve the Proposal on taking the short-term capital loan plan at Joint Stock Commercial Bank for Investment and Development of Vietnam - Hai Duong Branch
5. Approve the Proposal on taking the capital loan plan at Joint Stock Commercial Bank for Investment and Development of Vietnam - Hai Duong Branch.
6. Approve the Proposal on employee bonus on eve of the holiday period of April 30 - May 1, 2023.
7. Approve the Proposal on the labor recruitment plan for 2023.
8. Approve the Proposal on the plan of capital distribution for capital construction investment and equipment procurement in round 1 of 2023.
9. Approve the Proposal on tailoring of the Ao Dai for female employees.
10. Approve the Proposal on spending for the Bonus and Welfare fund in 2023;
11. Approve the Proposal for sending delegations to work abroad.
12. Other activities.
 |
| 2 | Board Resolution of the 9th meeting of the Board of Directors for the term of 2022-2027. | April 12, 2023 | 1. Approve the Financial Statements in Q1/2023
2. Approve the Proposal for the regulations on salary and perishable goods in 2023.
3. Approve the resignation of Ms. Nguyen Thi Huong from the position of member of the Board of Directors for the term of 2022-2027
4. Approve the Proposal on building construction of gratitude houses in 2023.
5. Approve the Proposal on improving the organizational structure and staff
6. Other activities.
 |
| 3 | Board Resolution of the 10th meeting of the Board of Directors for the term of 2022-2027. | May 31, 2023 | 1. Approve the Report on selecting an audit company for the Financial Statements 2023;
2. Approve the Proposal on supporting employees during the April 30 - May 1 holiday in 2023;
3. Approve the Proposal on appointing and re-appointing personnel at subsidiaries.
4. Other activities.
 |
| 4 | Board Resolution of the 11th meeting of the Board of Directors for the term of 2022-2027. | July 20, 2023 | 1. Approve the Financial Statements in Q2/2023 and the Financial Statements for the first 6 months of the year;
2. Approve the Proposal on supporting employees on the Independence Day dated September 2, 2023;
3. Approve the Proposal to Support the Veterans Association and visit to Truong Son National Martyrs Cemetery and revolutionary historical relics in Quang Binh - Quang Tri Province.
4. Approve the Proposal supporting the construction of houses for poor households in Hai Duong City.
5. Approve the Proposal on approving the plan, arranging investment capital for capital construction, purchasing equipment in round 2 of 2023 and adjusting the total investment of construction projects.
6. Approve the Proposal on Bank Loan in round 2 of 2023
7. Approve the Proposal of dividend payment in 2022
8. Other activities.
 |
| 5 | Board Resolution of the 12th meeting of the Board of Directors for the term of 2022-2027. | October 23, 2023 | 1. Approve the Financial Statements Q3/2023
2. Report on production and business results for the first 9 months of 2023, estimated production and business results for the whole year 2023.
3. Approve the Proposal on taking the middle-term capital loan plan at Joint Stock Commercial Bank for Investment and Development of Vietnam - Hai Duong Branch in round 3
4. Approve the Proposal on supporting employees on New Year's Eve.
5. Other activities.
 |
| 6 | Board Resolution of the 13th meeting of the Board of Directors for the term of 2022-2027. | December 27, 2023 | 1. Approve the Report on the estimated production and business activities in 2023 and the Expected Profit distribution plan in 2023.
2. Approve the Proposal transferring the capital sources for projects in 2023.
3. Approve the Proposal on production and business plan and profit distribution plan for 2024.
4. Approve the Proposal on the portfolio of capital construction investment plan, transitional procurement for 2023 and capital construction investment plan, procurement in 2024.
5. Approve the Proposal on the supply plan for materials and equipment and the list of supplier selection in 2024.
6. Approve the Proposal on the additional deductions for the Employee's Salary Fund and the management's Salary and Remuneration Fund in 2023.
7. Other activities.
 |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Thanh Ngan | Chief of the Supervisory Board | April 01, 2017 |  | Bachelor in Financial - Accounting |
| 2 | Ms. Nguyen Thi Thu Hang | Member | April 01, 2017 |  | Bachelor in Financial - Accounting |
| 3 | Ms. Tran Thi Hue | Member | June 30, 2022 |  | Bachelor in Financial - Accounting |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Pham Minh Cuong - Managing Director | April 01, 1963 | Master of Business Administration; Construction Engineer; | December 12, 2018 |
| 2 | Mr. Nguyen Van Phung - Deputy Managing Director | July 24, 1964 | Electrical Engineer | December 12, 2018 |
| 3 | Mr. Nguyen Thanh Son - Deputy Managing Director | April 24, 1972 | Master of Business Administration, Drainage Engineer | December 12, 2018 |
| 4 | Mr. Vu Van Nhan - Deputy Managing Director | September 05, 1965 | Construction Engineer - Major in Water Supply and Drainage | January 10, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thi Huong | May 27, 1971 | Bachelor in Accounting | April 01, 2017 |

1. Training on corporate governance
2. List of related persons of the listed company in accordance with Clause 34, Article 6 of the Law on Securities and transactions between related persons of the Company and the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, related persons of PDMR:
* Contract to purchase clean water with strategic shareholder - Phuc Hung Hai Duong Water Supply Joint Stock Company;
* Contract to sell clean water to strategic shareholder - Xuan Hung Water Supply Joint Stock Company.
1. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities: None.
3. Share transactions of PDMR and related persons of PDMR
4. Company’s share 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, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Ba Quyet | Brother-in-law of PDMR Vu Manh Dung | 171,200 | 0.19 | 232,200 | 0.73 | Personal need to buy stock |

1. Other significant issues: None