**BGW: Annual Corporate Governance Report 2023**

On January 26, 2024, Bac Giang Clean Water Joint Stock Company announced Report No. 01/BC-HDQT-NSBG on corporate governance in 2023 as follows:

* Name of Company: Bac Giang Clean Water Joint Stock Company
* Head office address: No. 386 Xuong Giang Street, Ngo Quyen Ward, Bac Giang City, Bac Giang Province
* Tel: (84-204) 385 5757 [capnuocbg@gmail.com](mailto:Email:%20capnuocbg@gmail.com)
* Charter capital: VND 181,494,460,000
* Securities code: BGW
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers
* Internal audit execution: None.

1. Activities of the General Meeting of Shareholders

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| No. | General Mandate No. | Date | Content |
| 1 | 25/NQ-DHDCDTN-NSBG | April 14, 2023 | Annual General Mandate |

1. THE BOARD OF DIRECTORS
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Huong Xuan Cong | Chair of the Board of Directors | April 2021 (reappointed) |  |
| 2 | Mr. Tran Dang Dieu | Member of the Board of Directors-cum- Manager | April, 2021 (reappointed) |  |
| 3 | Mr. Bui Vinh Bac | Member of Board of Directors-cum-Deputy Manager | April, 2023 (Appointed for the first time) |  |
| 4 | Ms. Nguyen Thi Phuong Thao | Member of the Board of Directors-cum-Chief Accountant | April, 2021 (reappointed) |  |
| 5 | Mr. Ngo Thanh Chung | Member of the Board of Directors | April 2021 (newly appointed) |  |
| 6 | Mr. Le Ngoc Duyen | Member of the Board of Directors | April, 2021 (reappointed) | April, 2023 (dismissed) |

1. Board Resolutions:

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1. | No. 01/NQ-HDQT-NSBG | February 2, 2023 | Approve the organizing of the Annual General Meeting of Shareholders 2023 |
| 2. | No. 05/NQ-HDQT-NSBG | March 20, 2023 | Advance expenses for wholesale of water for DNP - Bac Giang Water Infrastructure Investment Join Stock Company |
| 3. | No. 06/QD-HDQT-NSBG | March 24, 2023 | Establish the Loss and Revenue Prevention Department |
| 4. | No. 08/QD-HDQT-NSBG | March 27, 2023 | Appoint Mr. Nguyen Van Huy as Deputy Head of Business Department |
| 5. | No. 09/QD-HDQT-NSBG | March 27, 2023 | Appoint Ms. Vu Thi Thuy as Deputy Head of Organization - Administration - Labor - Salary Department |
| 6. | No. 10/QD-HDQT-NSBG | March 27, 2023 | Appoint Mr. Le Hong Phuoc in charge of the Loss and Revenue Prevention Department |
| 7. | No. 11/QD-HDQT-NSBG | March 27, 2023 | Appoint Mr. Luong Ngoc Truong as Deputy Head of Business Department |
| 8. | No. 12/QD-HDQT-NSBG | March 27, 2023 | Assign: Mr. Xuan Huu to take in charge of Department of Organization - Administration - Labor - Wages. |
| 9. | No. 13/QD-HDQT-NSBG | March 31, 2023 | Postpone the time to organize the Annual General Meeting of Shareholders 2023 |
| 10. | No. 14/QD-HDQT-NSBG | April 4, 2023 | Approve the Annual General Meeting of Shareholders 2023 of Bac Giang Clean Water Joint Stock Company. |
| 11. | No. 26/NQ-HDQT-NSBG | April 17, 2023 | Pay dividends in 2022 for Shareholders |
| 12. | No. 30/NQ-HDQT-NSBG | May 12, 2023 | Supplement the unit price for using water pipe construction machines invested by the Company |
| 13. | No. 33/NQ-HDQT-NSBG | June 15, 2023 | Select a financial audit company for 2023 |
| 14. | No. 36/NQ-HDQT-NSBG | July 6, 2023 | Regarding the establishment of a Construction Enterprise |
| 15. | No. 40/NQ-HDQT-NSBG | October 10, 2023 | Regarding the adjustment of the wholesale price of clean water with DNP- Bac Giang Water Infrastructure Investment Joint Stock Company. |
| 16. | No. 41/QD-HDQT | December 26, 2023 | Regarding the appointment of the Head of Department of Organization - Administration - Labor - Wages. |
| 17. | No. 42/QD-HDQT | December 26, 2023 | Regarding the appointment of the Head of Loss and Revenue Prevention Department |
| 18. | No. 43/QD-HDQT | December 26, 2023 | Regarding the tasks assignment of the Technical and Materials Department |
| 19. | No. 44/QD-HDQT | December 26, 2023 | Regarding the transfer of the Water Plant's Clock Team to the Loss and Revenue Prevention Department |

Note:

* From January 1, 2023 - April 14, 2023, Mr. Le Ngoc Duyen - Member of the Board of Directors was on medical leave, until April 14, 2023, relieved of duty.
* The Board of Directors conferences from April 14, 2023 to October 10, 2023, Mr. Ngo Thanh Chung was absent due to a business trip.

1. THE SUPERVISORY BOARD
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thanh Thuy | Chief of the Supervisory Board | April, 2021: Reappointed | Bachelor of Economics, majoring in Accounting - Auditing |
| 2 | Ms. Vu Thi Thuy | Members of the Supervisory Board | April, 2021: Reappointed | Bachelor of Management Science |
| 3 | Ms. Nguyen Hong Oanh | Member of the Supervisory Board | April, 2021: Newly appointed | Master of Economics majoring in accounting |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment |
| 1 | Mr. Tran Dang Dieu - Manager | May 20, 1972 | Master of Economic Management | May 2022 (reappointed) |
| 2 | Mr Bui The Binh - Deputy Manager | November 1, 1978 | Master of Economic Management | May 2022 (newly appointed) |
| 3 | Mr. Bui Vinh Bac - Deputy Manager | April 25, 1984 | Master of water supply and drainage |  |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Ms. Nguyen Thi Phuong Thao | April 16, 1977 | Bachelor of Economics | May 2022 (reappointed) |

1. Training on corporate governance
2. List of affiliated persons of the Public Company as prescribed in Clause 34, Article 6 of the Securities Law and transactions of 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:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH\* No., Date of issue, Place of issue | Head office/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | DNP - Bac Giang Water Infrastructure Investment Join Stock Company | Mr. Ngo Thanh Chung - Member of the Board of Directors of Bac Giang Clean Water Joint Stock Company and Chair of the Board of Directors of DNP - Bac Giang Water Infrastructure Investment Joint Stock Company (on September 19, 2023, Mr. Chung was dismissed from the position of the Chair of the Board of Directors of DNP - Bac Giang Water Infrastructure Investment Joint Stock Company) |  | 4th floor, Viettel Building, lot 4A Hoang Van Thu Street | In the first 6 months |  | * Wholesale of water * Quantity: 4.43 million m3 * Value: VND 27.6 billion | The contract incurred before Mr. Chung is PDMR. |
| 2 | DNP - Bac Giang Water Infrastructure Investment Join Stock Company |  | In the last 6 months |  | * Wholesale of water * Quantity: 4.28 million m3 * Value: VND 28.926 billion |

1. Transactions between PDMR of the Public Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Public Company:

None

1. Transactions between the Corporation and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors and the Supervisory Board, the Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of making the report): Appendix 02 attached.
   2. Transactions between the Company and the company in which affiliated persons of members of the Board of Directors and the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Manager and other managers: None
2. Share transactions of PDMR and affiliated persons of PDMR:
3. Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 |  |
|  | Ms. Nguyen Thi Phuong Thao |  | 66,600 | 0.37% | 75,600 | 0.42% | Increase ownership of BGW shares |

1. Other significant issues: None