**HGW: Annual Corporate Governance Report 2023**

On January 29, 2024, HauGiang Water Supply and Sewerage - Projects Urban JSC announced Report No. 02/BC-HDQT on corporate governance as follows:

* Name of company: HauGiang Water Supply and Sewerage - Projects Urban JSC
* Head office address: No. 263 Tran Hung Dao Street, Ward 5, Vi Thanh City, Hau Giang Province
* Tel: 0293. 3876 357. Fax: 0293. 3876 357.
* Email: [capnuochaugiang@yahoo.com](mailto:capnuochaugiang@yahoo.com.).
* Charter capital: VND 248,782,910,000
* Securities code: HGW
* Exchange: Upcom
* Corporate model of the Company: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: The Company does not have the Internal Audit Committee.

1. Activities of the General Meeting

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

1. General Mandates:

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| --- | --- | --- | --- |
| No. | General Mandate | Promulgation date | Contents |
| 1 | 02/NQ-DCDCD | April 28, 2023 | Approve the amended and supplemented Charter of the Company in 2023. |
| 2 | 03/NQ-DCDCD | April 28, 2023 | Approve the Audited Consolidated Financial Statements 2022 |
| 3 | 04/NQ-DCDCD | April 28, 2023 | Approve the profit distribution and dividend allocation plan for the year 2022. |
| 4 | 05/NQ-DCDCD | April 28, 2023 | Approve the production and business plan, financial plan, and consolidated salary fund plan for 2023. |
| 5 | 06/NQ-DCDCD | April 28, 2023 | Approve the report on the implementation results of the remuneration fund for the Board of Directors, Supervisory Board, Secretariat of the Company for 2022, and the estimated remuneration fund plan for the Board of Directors, Supervisory Board, Secretariat of the Company for 2023. |
| 6 | 07/NQ-DCDCD | April 28, 2023 | Approve the selection of an audit company to audit the Financial Statement 2023 |
| 7 | 08/NQ-DCDCD | April 28, 2023 | Approve the dismissal of the title of Member of the Board of Directors and the election of additional Members of the Board of Directors for the term 2020-2025. |
| 8 | 09/NQ-DCDCD | April 28, 2023 | Approve the nomination list and the election results of additional Members of the Board of Directors for the term 2020-2025. |
| 9 | 10/NQ-DCDCD | April 28, 2023 | Approval for the Company Limited Liability Water Supply Hau Giang to lease assets from the Company. |
| 10 | 11/NQ-DCDCD | April 28, 2023 | Approve the reports at the Annual General Meeting 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/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 01 | Mr. Huynh Thong Minh | Chair | June 10, 2020 |  |
| 02 | Mr. Duong Van Tho | Vice Chair | June 10, 2020. | October 01, 2022 |
| Member | June 10, 2020 | April 28, 2023 |
| 03 | Mr. Bui Trong Luc | Member | June 10, 2020 |  |
| 04 | Mr. Quach Minh Hien | Member | June 10, 2020 |  |
| 05 | Mr. Cao The Khai | Member | June 10, 2020 |  |
| 06 | Mr. Vu Minh Duc | Non-executive member | June 10, 2020 |  |
| 07 | Mr. Huynh Trung Tin | Non-executive members of the Board of Directors | June 10, 2020 |  |
| 08 | Mr. Nguyen Dung Tien. | Non-executive member | April 28, 2023 |  |

Note:

* The third term of the Board of Directors (2020-2025) began on June 10, 2020.
* The Annual General Meeting in 2023 agreed to relieve Mr. Duong Van Tho - Member of the Board of Directors for the term 2020-2025 from April 28, 2023, at his personal request, and elected Mr. Nguyen Dung Tien as a supplementary Member of the Board of Directors for the term 2020-2025.

1. Board Resolutions/Board Decisions
2. Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Decision | Promulgation date | Content |
| 01 | No. 01./QD-HDQT | May 24, 2023 | On the remuneration of the Board of Directors, the Supervisory Board, and the Company Secretariat in 2023. |
| 02 | No. 02./QD-HDQT | July 17, 2023 | On the promulgation of the Regulation on the Remuneration of Company managers (amended and supplemented in 2023). |
| 03 | No. 03./QD-HDQT | July 17, 2023 | On the promulgation of the Regulation on the Remuneration of Company Employees (amended and supplemented in 2023). |
| 04 | No. 04./QD-HDQT | July 17, 2023 | On the promulgation of the Charter of Hau Giang Water Company (amended and supplemented in 2023). |
| 05 | No. 05./QD-HDQT | July 17, 2023 | On the promulgation of the Charter of HauGiang Water Supply and Sewerage - Projects Urban JSC (amended and supplemented in 2023). |
| 06 | No. 06./QD-HDQT | July 17, 2023 | On the promulgation of the Charter of Cửu Long Company (amended and supplemented in 2023). |
| 07 | No. 07./QD-HDQT | July 18, 2023 | On salary rearrangement for the Managing Director of the Company. |

1. Board Resolutions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision | Promulgation date | Contents |
| 01 | 01 /NQ-HDQT | February 09, 2023 | On the projected time for organizing the Annual General Meeting in 2023. |
| 02 | 11A/NQ-HDQT | May 17, 2023 | On the approval of the implementation salary fund for employees and the management salary fund of the Company in 2022; the salary fund plan for employees and the management salary fund plan of the Company in 2023. |
| 03 | 12/NQ-HDQT | May 30, 2023 | On the selection of an independent audit company for the fiscal year 2023. |
| 04 | 13/NQ-HDQT | May 30, 2023 | On borrowing and authorization to sign documents with the Agricultural Bank and the Vietnam Bank for Agriculture and Rural Development - Hau Giang Branch. |
| 05 | 14/NQ-HDQT | May 30, 2023 | On borrowing and authorization to enter into with the Joint Stock Commercial Bank for Foreign Trade of Vietnam - Hau Giang Branch. |
| 06 | 15/NQ-HDQT | June 01, 2023 | On borrowing and authorization to sign transaction documents with the Joint Stock Commercial Bank for Foreign Trade of Vietnam - Hau Giang Branch. |
| 07 | 16 /NQ-HDQT | July 17, 2023 | On the approval of the Regulation on the Remuneration of Employees; the Regulation on the Remuneration, Fees, and Bonuses of managers and the Supervisory Board of Hawasuco and the charters of subsidiary companies (amended and supplemented in 2023). |

1. SUPERVISORY BOARD
2. Members and structure of the Supervisory Board:

Currently, the Supervisory Board has 3 members, including the Head of the specialized operational board and 2 other members who also serve in specific capacities, duties, as follows

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Position | Rate of shares with voting rights |
| 1 | Ly Thanh Quang | Chief | Personal ownership: None. |
| 2 | La Thi Phieng | Member | Personal ownership: None. |
| 3 | Bui Thi Thu Oanh | Member | Personal ownership: None. |

1. The Executive Board of the Company:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Huynh Thong Minh - Chair of the Board of Directors | May 01, 1978 | Electrification and Power Supply Engineer | Appointment date:  June 10, 2020. |
| 2 | Mr. Bui Trong Luc - Managing Director | October 19, 1975 | Road and Bridge Construction Engineer, Water Supply and Sewerage Engineer | Appointment date: July 16, 2016.  Date of re-appointment: July 16, 2021 |
| 3 | Mr. Quach Minh Hien - Deputy Managing Director | May 28, 1971 | Drainage engineer | Appointment date: July 16, 2016  Date of re-appointment on July 16, 2021 |
| 4 | Mr. Cao The Khai - Deputy Managing Director | October 10, 1979 | Construction Engineer, Water Supply and Drainage Engineer | Appointment date: April 01, 2022 |
| 5 | Mr. Tran Hong Dang  Chief Accountant | January 05, 1964 | Bachelor in Business Accounting | Appointment date: October 01, 2018  Date of re-appointment on October 01, 2023 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Tran Hong Dang | January 05, 1964 | Bachelor in Business Accounting | Appointment date: October 01, 2018  Date of re-appointment October 01, 2023 |

1. Training on corporate governance:
2. Transactions between the Company and its related persons; or between the Company and major shareholders, PDMR, related persons of PDMR: As per Appendix 2
3. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company As per Appendix 2
4. Transactions between the Company and other entities/
5. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers have been founding members or members of the Board of Directors or Managing Director for the past three (03) years (as at the date of reporting) None.
6. Transactions between the Company and 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 or Managing Director. As per Appendix 2
7. 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.
8. Share transactions of PDMR and related persons of PDMR:
9. Transaction of PDMR and related persons related to the Company’s shares/Share transactions (share code: HGW):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 | | Reason |
| Number of shares: | Rate | Number of shares: | Rate |
| Huynh Trung Tin | Member of the Board of Directors  (PDMR) | 0 | 0% | 10,000 shares | 0.04% | Buy shares |