**PMW Annual Corporate Governance Report 2023**

On January 30, 2024, Phu My Water Supply Joint Stock Company announced Report No. 01/2024/BC-HDQT on the corporate governance in 2023 as follows:

* Name of company: Phu My Water Supply Joint Stock Company
* Head office: No. 02 Doc Lap Street, Tan Ngoc Quarter, Phu My Ward, Phy My Town, Ba Ria - Vung Tau Province
* Tele 02543.876576 Fax: 02543.922009
* Email: capnuocphumy@pmw.vn
* Charter capital: VND 499,998,320,000
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, Manager.
* On Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Appointment date | Content |
| 1 | 01/NQ-DHDCD- | April 14, 2023 | Annual General Mandate 2023  Approve the Report on the Board of Directors' activities, the results of production and business activities in 2022, and the production and business plan for 2023  Approve the audited financial statements for 2022, the profit distribution plan for 2022, and the profit distribution plan for 2023  Approve the remuneration settlement for the Board of Directors, the Supervisory Board for 2022, and approving the remuneration for 2023  Approve the list of audit companies and authorize the Board of Directors to select the audit company to report on the financial statements for 2023  Approve the report of the Supervisory Board  Approve on amending and supplementing the Company's charter  Approve on dismissing Ms. Vu Thi Nhu Trang from the position of Member of the Board of Directors and Mr. Nguyen Tan Long from the position of Member of the Supervisory Board  Approve the election results for Mr. Nguyen Tan Long as a member of the Board of Directors and Ms. Chau Thi Thuy Anh as a member of the Supervisory Board for the term 2020-2025. |

1. The 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 a member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1 | Mr. Dinh Chi Duc | Chair of the Board of Directors -cum- Legal Representative (non-executive) | April 04, 2020 |  |
| 2 | Mr. Nguyen Luong Dien | Member of the Board of Directors (non-executive) | April 04, 2020 |  |
| 3 | Mr. Pham Tan Luan | Member of the Board of Directors, Company Manager -cum- Legal Representative | April 04, 2020 |  |
| 4 | Mr. Nguyen Van Manh | Member of the Board of Directors -cum- Deputy Manager | April 04, 2020 |  |
| 5 | Ms. Nguyen Thi Ngoc | Member of the Board of Directors (non-executive) | April 04, 2020 |  |
| 6 | Ms. Vu Thi Nhu Trang | Member of the Board of Directors, Chief Accountant | April 03, 2021 | No longer a Board Member since April 14, 2023 |
| 7 | Mr. Dang Hong Dang | Member of the Board of Directors | April 03, 2021 |  |
| 8 | Mr. Nguyen Tan Long | Member of the Board of Directors, Authorized person for Disclosure of Information and Transaction | April 14, 2023 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Appointment date | Content |
| 1 | 01/2023/QD-HDQT | January 19, 2023 | Approve on borrowing from Vietcombank - Vung Tau Branch |
| 2 | 02/2023/NQ- HDQT | January 19, 2023 | Approve the transaction with the related parties |
| 3 | 03/2023/NQ-HDQT | February 08, 2023 | Approve the amendments, supplements, and re-submission of documents for private placement of shares |
| 4 | 04/2023/NQ-HDQT | February 27, 2023 | Annual General Mandate 2023 |
| 5 | 05/2023/NQ-HDQT | March 10, 2023 | Approve on adjusting to clarify the plan for private placement of shares |
| 6 | 06/2023/NQ-HDQT | March 14, 2023 | Approve on receiving resignation letters from members of the Board of Directors and members of the Supervisory Board |
| 7 | 07/2023/NQ-HDQT | April 27, 2023 | Approve the results of the private placement of shares |
| 8 | 08/2023/NQ-HDQT | June 15, 2023 | Approve the selection of the audit company for the Financial Statements 2023 |
| 9 | 09/2023/NQ-HDQT | June 15, 2023 | Payment of dividends for the year 2022 |
| 10 | 02/QD-HDQT | April 14, 2023 | Dismiss the title of the Person in charge of corporate governance |
| 11 | 03/QD-HDQT | April 14, 2023 | Appoint the Person in charge of corporate governance |
| 12 | 10/2023/NQ-HDQT | October 03, 2023 | Approve on borrowing from the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) - Phu My Branch |
| 13 | 11/2023/NQ-  HDQT | Dated November 16, 2023 | The first round of dividend prepayment 2023 |
| 14 | 04/QD-HDQT | November 16, 2023 | Approve the project to construct the HDPE D630 water supply pipeline within the scope of road 991B (section from National Highway 51 to Cai Mep-Thi Vai Port Road). |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member/independent member of the Supervisory Board  Member of the Supervisory Board | Qualification |
| 1 | Le Minh Duc | Chief of the Supervisory Board | April 04, 2020 | Economic engineer |
| 2 | Dinh Thi Quynh Trang | Member of the Supervisory Board | April 04, 2020 | Bachelor of Accounting |
| 3 | Nguyen Tan Long | Member of the Supervisory Board | Dismissed from April 14, 2023 | Bachelor of Accounting |
| 4 | Chau Thi Thu Anh | Member of the Supervisory Board | April 14, 2023 | Bachelor of Foreign Language |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Pham Tan Luan Member of the Board of Directors, Manager -cum- Legal Representative | July 09, 1975 | Mechanical Engineer | April 02, 2018 |
| 2 | Mr. Nguyen Van Manh, Member of the Board of Directors -cum- Deputy Manager | December 24, 1965 | Mechanical Engineer | December 01, 2004 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Vu Thi Nhu Trang  Chief Accountant -cum- Person in charge of corporate governance | November 01, 1989 | Bachelor of Finance | January 14, 2022 |

1. Training on corporate governance: None.
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, affiliated persons of PDMR:

According to the attached Appendix 02

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company None
2. Transactions between the Company and other entities:
3. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting):

According to the attached Appendix No. 03A

1. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager.

(None)

1. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager and other managers: None.
2. Share transactions of PDMR and related persons of PDMR:

Company’s shares transactions between PDMR and affiliated persons: According to attached Appendix 05.

1. Other significant issues None

Appendix 02

TRANSACTIONS BETWEEN THE COMPANY AND AFFILIATED PERSONS/COMPANIES

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Address | Time of transaction | Resolution No. , Date of announcement | Content, quantity, total value of transaction | Note |
| 1 | Chau Duc Water Supply Joint Stock Company | Joint venture | 3500823617 | Industrial Urban Area Chau Duc, Suoi Nghe Commune, Chau Duc District, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-HDQT  January 19, 2023. | Clean water supplying VND 167,432,902,000  Construction of water supply works and construction: VND 18,291,559,571 |  |
| 2 | Ba Ria - Vung Tau Water Supply Joint Stock Company | Joint venture | 3500101386 | No. 14 30/4 Street, Ward 9, Vung Tau City, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-HDQT  January 19, 2023. | Construction of related water supply works and construction projects: VND 6,843,746,993  Customer care service fee: VND 64,814.815 |  |

Appendix No. 03A:

TRANSACTIONS BETWEEN THE COMPANY AND THE MEMBER OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, MANAGER WHO ARE FOUNDING MEMBERS OR MEMBERS OF THE BOARD OF DIRECTORS, MANAGERS IN THE PAST 03 YEARS

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Address | Time of transaction | Resolution No. , Date of announcement | Content, quantity, total value of transaction | Note |
| 1 | Chau Duc Water Supply Joint Stock Company | Mr. Nguyen Luong Dien is the Chair of the Board of Directors of Chau Duc Water Supply Joint Stock Company | 3500823617 | Industrial Urban Area Chau Duc, Suoi Nghe Commune, Chau Duc District, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-  HDQT dated  January 19, 2023 | Clean water supplying VND 167,432,902,000  Construction of water supply works and construction: VND 18,291,559,571. |  |
| 2 | Ba Ria - Vung Tau Water Supply Joint Stock Company | Mr. Dinh Chi Duc is the Chair of the Board of Directors of Ba Ria - Vung Tau Water Supply Joint Stock Company | 3500101386 | No. 14 30/4 Street, Ward 9, Vung Tau City, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-  HDQT dated  January 19, 2023 | Construction of related water supply works and construction projects: VND 6,843,746,993  Customer care service fee: VND 64,814,815 |  |

Appendix 03B:

TRANSACTIONS BETWEEN THE COMPANY AND THE AFFILIATED COMPANY OF THE MEMBER OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, EXECUTIVE MANAGER WHO ARE CURRENT MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE MANAGERS

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Address | Time of transaction | Resolution No. , Date of announcement | Content, quantity, total value of transaction | Note |
| 1 | Chau Duc Water Supply Joint Stock Company | Affiliated with PDMR | 3500823617 | Industrial Urban Area Chau Duc, Suoi Nghe Commune, Chau Duc District, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-HDQT dated January 19, 2023 | Clean water supplying VND 167,432,902,000  Construction of water supply works and construction: VND 18,291,559,571 |  |
| 2 | Ba Ria - Vung Tau Water Supply Joint Stock Company | Affiliated with PDMR | 3500101386 | No. 14 30/4 Street, Ward 9, Vung Tau City, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-  HDQT dated  January 19, 2023 | Construction of related water supply works and construction projects: VND 6,843,746,993.  Customer care service fee: VND 64,814,815 |  |
| 3 | Saigon Water, Environment And Infrastructure Joint Stock Company | Affiliated with PDMR | 3500101386 | No. 14 30/4 Street, Ward 9, Vung Tau City, Ba Ria - Vung Tau Province | Transactions in 2023 | 02/2023/NQ-HDQT dated January 19, 2023 | Consultancy and design for water supply works VND 668,713,889. |  |

Appendix 05

Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | NSH No., Date of issue, Place of issue | 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, etc.) |
| Number of shares | Rate | Number of share | Rate |
| 1 | Pham Tan Luan |  | PDMR | 77.782 | 0.17% | 125.037 | 0.25% | Purchase |
| 2 | Mr. Nguyen Van Manh |  | PDMR | 125.354 | 0.27% | 130.354 | 0.26% | Purchase |
| 3 | Le Thi Thanh Thuy |  | Wife of Mr. Nguyen  Luong Dien -  Member of the Board of Directors | 47.414 | 0.10% | 67.414 | 0.13% | Purchase |
| 4 | Nguyen Le Minh Anh |  | Son of Mr. Nguyen Luong Dien - Member of the Board of Directors | - | 0.00% | 10.000 | 0.02% | Purchase |
| 5¬ | Dinh Nho Loc |  | Younger brother of Mr. Dinh Chi Duc - Chair of the Board of Directors | 20.231 | 0.04% | 12 | 0.00% | Selling |
| 6 | Nguyen Tan Long |  | PDMR | 1.489 | 0,003% | 13.489 | 0.03% | Purchase |
| 7 | Vu Thi Nhu Trang |  | PDMR | 13.438 | 0.03% | 28.773 | 0.06% | Purchase |
| 8 | Dang Hong Dang |  | PDMR | 52.708 | 0.11% | 88.188 | 0.18% | Purchase |
| 9 | Doan Minh Hai |  | Husband of Ms. Dinh Thi Quynh Trang - Member of the Supervisory Board | 101.151 | 0.22% | 140.569 | 0.28% | Purchase |
| 10 | The Union of Phu My Water Supply Joint Stock Company |  | PDMR | 47.303 | 0.10% | 10.303 | 0.02% | Selling |
| 11 | Chau Duc Water Supply Joint Stock Company |  | Joint venture | 17,172,719 | 36.54% | 20,237,719 | 40.48% | Purchase of fractional shares in 2023  Purchase |