**VPW: Annual Corporate Governance Report 2022**

On January 26, 2024, Vinh Phuc No1 Water Supply and Drainage JSC announced Report No. 30/BC-CTN1 on corporate governance as follows:

* Name of company: Vinh Phuc No1 Water Supply and Drainage JSC
* Head office address: No. 14, Ly Bon Street, Ngo Quyen Ward, Vinh Yen City, Vinh Phuc Province
* Tel: 02113861229 Fax: Fax: 02113860 493 vinhphucwater@gmail.com
* Charter capital: VND 111,686,760,000
* Securities code: VPW
* Corporate Governance Model: The General Meeting,Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Unimplemented.
1. Activities of the General Meeting:

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

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/NQ-DHDCD | April 19, 2023 | The Annual General Meeting 2023 dated April 19, 2023 approved the following contents:* Approve the Report of the Board of Directors evaluating the implementation of the tasks of the Board of Directors in 2022.
* Approve the orientation and missions of the Board of Directors for 2023.
* Approve the Report on the Activities of the Supervisory Board presented at the Annual General Meeting for the year 2023.
* Approve the Report of the Board of Management on the production and business results in 2022 and the production and business plan for 2023.
* Approve the Audited Financial Statements 2022 as per Proposal No. 35/TTr-HDQT dated March 29, 2023.
* Approve the Profit Distribution Plan of 2022 as per Proposal No. 36/CTN1-HDQT dated March 29, 2023.
* Approve the Proposal for Remuneration of the Board of Directors and the Supervisory Board for the year 2023 as per Proposal No. 37/CTN1-HDQT dated March 29, 2023.
* Approve the selection of an independent Audit Company to conduct the audit of the Company's Financial Statements 2023 as per Proposal No. 38/CTN1-HDQT dated March 29, 2023.
* Approve the amendment and supplementation of the Organization and Operation Charter of the Company as per Proposal No. 39/CTN1-HDQT dated March 29, 2023.
* Approve the amendment and supplementation of the Internal Regulations on corporate governance as per Proposal No. 40/CTN1-HDQT dated March 29, 2023.
* Approve the adjustment of the Company's business lines as per Proposal No. 41/CTN1-HDQT dated March 29, 2023.
* Approve the maximum foreign ownership rate and the supplementation of the Company's Charter as per Proposal No. 42/TTr-HDQT dated March 29, 2023.
* Approve the approval of contracts/transactions between the company and related parties as per Proposal No. 52/TTr-HDQT dated April 12, 2023.
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1. Board of Directors (Annual Report 2023)
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 of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Do Thanh Hai | Chair of the Board of Directors | April 25, 2019 | - |
| 2. | Mr. Nguyen Van Khanh | Vice Chair of the Board of Directors | April 25, 2019 | - |
| 3. | Ms. Le Thi Kim Thanh | Member of the Board of Directors | April 25, 2019 | - |
| 4. | Mr. Tran Duy Thap | Member of the Board of Directors | April 25, 2019 | - |
| 5. | Mr. Ninh Duy Giang | Members of the Board of Directors | April 20, 2022 |  |

1. Board Resolutions/Board Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Resolution/Decision  | Date | Contents |
| 1 | 01/QD-HDQT | January 16, 2023 | On the appointment of the company's person in charge of corporate governance |
| 2 | 02/CTN1-NQ-HDQT | February 23, 2023 | On the approval of the convening plan for the Annual General Meeting for the year 2023 |
| 3 | 02.1/NQ-HDQT | March 15, 2023 | On personnel completion at the departmental level, organization plan for the 60th anniversary of the company's establishment, organization plan for the Trade Union Congress term 2023-2028, and other issues |
| 4 | 03.1/NQ-HDQT | April 10, 2023 | On personnel completion at the departmental level, organization plan for company-wide staff visits, and other issues |
| 5 | 03/ CTN-NQ-HDQT | April 24, 2023 | On the promulgation of amended and supplemented Charters and Internal Regulations on Corporate Governance of No. 1 Water Supply and Sewerage Company Vinh Phuc |
| 6 | 04/CTN1-NQ-HDQT | June 19, 2023 | On the implementation of dividend payment for the year 2022 in cash according to the profit distribution plan approved by the Annual General Meeting for the year 2023 |
| 7 | 05/NQ-HDQT | July 05, 2023 | On completed tasks in the first six months of 2023 |
| 8 | 06/NQ-HDQT | August 14, 2023 | On the merger of Enterprises and the establishment of the Customer Care Department under the Sales Department |
| 9 | 07/CTN1-NQ-HDQT | November 15, 2023 | On the approval of capital utilization plan, loan plan, and use of collaterals at Vietinbank branch in Vinh Phuc province |
| 10 | 08/CTN1-NQ-HDQT | November 21, 2023 | On the approval of capital utilization plan, loan plan, and use of collateral at Vietnam Investment and Development Bank branch in Vinh Phuc province |
| 11 | 09/NQ-HDQT | November 21, 2023 | On the personnel preparation plan for the Annual General Meeting for the term 2024-2029 |

1. Supervisory Board (Report of 2023):
2. Information about 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 | Mr. Quach Viet Hung | Chief of the Supervisory Board | Date of appointment as member of the Supervisory Board April 20, 2022 | Construction Engineer |
| 2 | Ms. Nguyen Thi Thuy | Members of the Supervisory Board | Date of appointment as member of the Supervisory Board April 25, 2019 | Bachelor in Economics |
| 3 | Mr. Vu Xuan Phuong | Members of the Supervisory Board | Date of appointment as member of the Supervisory Board April 20, 2022 | Construction Engineer |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Van Khanh - Managing Director | December 19, 1976 | Master in Environment; Engineer of water supply and drainage | Date of appointment/dismissal as member of the Executive Board: January 07, 2019 |
| 2 | Mr. Duy Thap - Deputy Managing Director | August 30, 1964 | Bachelor in Economics | Date of appointment as members of the Board of DirectorsThe Executive Board: June 14, 2022 (re-appointed) |
| 3 | Ms. Le Thi KIm Thanh - Deputy Managing Director | November 02, 1973 | Master of Business Administration, Bachelor in Economics | Date of appointment/dismissal as member of the Executive Board January 16, 2020 |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Bui Thi Thuy Ngoc | July 24, 1975 | Bachelor in Economics | July 05, 2019 |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | Vinh Phuc Infrastructure Development JSC | Joint venture/ Related person of PDMR | Business Registration Certificate No.: 2500389518 Date of issuance: October 18, 2021 Place of issuance: Department of Planning and Investment of Vinh Phuc Province | Zone 3, Quang Trung Hamlet, Dong Tinh Commune, Tam Duong District, Vinh Phuc Province, Vietnam | The provision of services between the two parties may be carried out periodically, regularly, or on a case-by-case basis depending on the specific agreement between the two companies. | Notice No. 48/UBND-CN1 dated March 27, 2008 of the People's Committee of Vinh Phuc province on the conclusion of the Chair of the People's Committee of the province on the water supply plan for industrial parks in Tam Duong district for the period 2008-2015, with a capacity of 80,000m3/day by Notice and the Annual General Mandate for the year 2023 dated April 19, 2023.  | The clean water supply contract has the volume depending on the use plan of Vinh Phuc No1 Water Supply and Drainage JSC and has the selling price adjusted annually when the Vinh Phuc Provincial People's Committee adjusts the unit price of clean water. |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company.

None.

1. Transactions between the Company and other entities.
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (as at the time of reporting): Mentioned in Section VII.2.
	2. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (the Managing Director). None.
	3. 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, Executive Manager (Managing Director) and other managers: None.
2. Share transactions of PDMR and related persons of PDMR (Report of 2023)
3. Company’s share transaction of PDMR and related 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, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Le Thi Kim Thanh - Member of the Board of Directors-cum-Deputy Managing Director |  | 25,400 | 0.2274% | 44,300 | 0.3966% | Additional purchase |

1. Other significant issues

None.