**BHA: Annual Corporate Governance Report 2023**

On January 30, 2024, Bac Ha Hydropower JSC announced Report No. 73/2024/BC-BHHC-HDQT on corporate governance in 2023 as follows:

* Name of company: Bac Ha Hydropower JSC - BHHC
* Head office address: Lung Xa Hamlet, Coc Ly Village, Bac Ha District, Lao Cai Province
* Tel: 0214 6294 668 - Fax: 0214 6268606
* Email: nhamaythuydienbacha@gmail.com
* Charter capital: VND 660,000,000,000
* Securities code: BHA
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Implemented
1. Activities of the General Meeting of Shareholders

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 150/2023/NQ-BHHC-DHDCD | April 26, 2023 | Annual General Mandate 2023 |

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 member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Dong Quoc Cuong | Chair of the Board of Directors | April 22, 2021 |  |
| 2 | Mr. Phan Thanh Hai | Vice Chair of the Board of Directors | April 22, 2021 |  |
| 3 | Mr. Nguyen Canh Son | Member of the Board of Directors | April 22, 2021 |  |
| 4 | Mr. Nguyen Danh Quan | Member of the Board of Directors | April 22, 2021 |  |
| 5 | Mr. Nguyen Thanh Hung | Member of the Board of Directors | April 22, 2021 |  |

1. Board Resolutions/Board Decisions: In 2023, the Board of Directors promulgated Board Resolutions/Decisions as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| January |  |  |
| 1 | 04/2023/NQ-BHHC-HDQT | January 06, 2023 | Resolution on approving the bonus plan of Lunar New Year 2023 for employees working directly at Bac Ha Hydropower JSC  |
| February |  |  |
| 2 | 38/2023/NQ-BHHC-HDQT | February 02, 2023 | Resolution on approving contracted power output (Qc) of Bac Ha Hydropower JSC  |
| 3 | 58/2023/NQ-BHHC-HDQT | February 24, 2023 | Resolution of the Board of Directors meeting on February 24, 2023 |
| 4 | 60/2023/NQ-BHHC-HDQT | February 24, 2023 | Resolution on establishing the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 of Bac Ha Hydropower JSC |
| 5 | 61/2023/NQ-BHHC-HDQT | February 24, 2023 | Resolution on approving the adjustment to estimation item: Treatment of transformer oil leaks at Bac Ha Hydropower Plant |
| March |  |  |
| 6 | 87/2023/NQ-BHHC-HDQT | March 17, 2023 | Resolution on approving the Audited Financial Statements |
| 7 | 88/2023/NQ-BHHC-HDQT | March 17, 2023 | Resolution on approving the draft commercial service contract and contract for registration, issuance and purchase of environmental attributes of Bac Ha Hydropower Plant |
| 8 | 106/2023/NQ-BHHC-HDQT | March 28, 2023 | Resolution on approving the time and venue of the General Meeting of Shareholders and the content and Proposals submitted to the General Meeting of Shareholders 2023 |
| April |  |  |
| 9 | 136/2023/NQ-BHHC-HDQT | April 14, 2023 | Resolution on approving the request dossiers and adjusting the form of contractor selection to implement the bidding package: Clearing downstream after the rainy season in 2022  |
| 10 | 150/2023/NQ-BHHC-DHDCD | April 26, 2023 | Annual General Mandate 2023 |
| May |  |  |
| 11 | 160/2023/NQ-BHHC-HDQT | May 04, 2023 | Resolution on approving the contractor selection result to implement the bidding package: Clearing downstream after the rainy season in 2022 |
| 12 | 162/2023/NQ-BHHC-HDQT | May 08, 2023 | Resolution on approving the bidding documents and form of contractor selection to implement the bidding package: Insurance for Bac Ha Hydropower Plant in 2023 |
| 13 | 174/2023/NQ-BHHC-HDQT | May 23, 2023 | Board Resolution in May 23, 2023 |
| 14 | 180/2023/NQ-BHHC-HDQT | May 30, 2023 | Resolution on approving the contractor selection result to implement the bidding package: Insurance for Bac Ha Hydropower Plant in 2023 |
| June |  |  |
| 15 | 192/2023/NQ-BHHC-HDQT | June 08, 2023 | Resolution on approving the contractor selection result for bidding package: Reviewing the Semi-annual Financial Statements 2023 and auditing the Financial Statements 2023 |
| 16 | 231/2023/QD-BHHC-HDQT | June 27, 2023 | Decision on strengthening the bidding team |
| 17 | 233/2023/QD-BHHC-HDQT | June 27, 2023 | Decision on strengthening the Association of asset valuation and liquidation |
| July |  |  |
| 18 | 287/2023/NQ-BHHC-HDQT | July 28, 2023 | Board Resolution in July 28, 2023 |
| 19 | 288/2023/NQ-BHHC-HDQT | July 28, 2023 | Resolution on approving the capital financing plan of the Joint Stock Commercial Bank for Investment and Development of Vietnam - Ngoc Khanh Hanoi Branch (BIDV) |
| 20 | 289/2023/QD-BHHC-HDQT | July 28, 2023 | Decision on appointing Mr. Nguyen Van Tinh to as the Deputy General Manager of the Company |
| August |  |  |
| 21 | 359/2023/NQ-BHHC-HDQT | August 24, 2023 | Resolution on approving additional salaries in Q3/2023 for employees working directly at Bac Ha Hydropower JSC  |
| September |  |  |
| 22 | 390/2023/NQ-BHHC-HDQT | September 20, 2023 | Resolution on approving the dividend payment plan for round 1 of 2022 |
| October |  |  |
| 23 | 436/2023/NQ-BHHC-HDQT | October 18, 2023 | Resolution of the Board of Directors meeting on October 18, 2023 |
| 24 | 440/2023/NQ-BHHC-HDQT | October 19, 2023 | Resolution approving the plan for equipment maintenance, repair and procurement in 2024 |
| November |  |  |
| 25 | 479/2023/NQ-BHHC-HDQT | November 08, 2023 | Resolution on approving the plan and content of the restructuring consulting service contract |
| 26 | 496/2023/NQ-BHHC-HDQT | November 14, 2023 | Resolution on approving the dividend payment plan for round 2 of 2022 |
| 27 | 505/2023/NQ-BHHC-HDQT | November 15, 2023 | Resolution on approving the contractor selection result to carry out the bidding package of testing voltage transformers (TU) and current transformers (TI) |
| December |  |  |
| 28 | 568/2023/NQ-BHHC-HDQT | December 20, 2023 | Resolution on approving the bonus plan of New Year 2024 for officials and employees working directly at the Company |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Pham Ngoc Tan | Chief | Appointed on April 22, 2021 | Bachelor of Accounting |
| 2 | Mr. Nguyen Anh Dung | Member | Appointed on April 22, 2021 | Master of Economics, Bachelor of Finance and Accounting |
| 3 | Mr. Do Van Chinh | Member | Appointed on April 22, 2021 | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Thanh Hung | April 13, 1975 | Master in Business Administration | Appointed on April 22, 2021 |
| 2 | Mr. Nguyen Van Tinh | September 01, 1983 | Mechanical Engineer | Appointed on August 01, 2023 |
| 2 | Mr. Ta Hong Dieu | April 26, 1981 | Bachelor of Economics | Appointed on November 01, 2016 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ta Hong Dieu | April 26, 1981 | Bachelor of Economics | Appointed on November 01, 2016 |

1. Training on corporate governance
2. List of affiliated persons of the Company and transactions between the 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: None
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
5. 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, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager): None
6. Share transactions between PDMR and affiliated persons of PDMR
7. Listed company’s share transactions of PDMR and affiliated persons:
8. Other significant issues: None