**BNW: Annual Corporate Governance Report 2023**

On January 29, 2024, Bac Ninh Clean Water Joint Stock Company announced Report No. 04/BC-BNW on the corporate governance in 2023 as follows:

Name of company: Bac Ninh Clean Water Joint Stock Company

Head office address: No. 57 Ngo Gia Tu, Thi Cau Ward, Bac Ninh City, Bac Ninh Province, Vietnam

Phone number: 0222.3824369; 3825358 - Fax: 0222.3822708

Charter capital: VND 375,493,910,000

Securities code: BNW

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 General Meeting of Shareholders:

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| No. | General Mandate No. | Date | Content |
| 1 | 0l/2023/NQ-DHDCD | June 23, 2023 | 1. Approve the following Reports:
* Report on activities of the Board of Directors in 2022
* Report on activities of the Supervisory Board in 2022
* Audited Financial Statements 2022
* Report on production and business results in 2022 and directions and tasks in 2023
1. Approve the Plan for profit distribution and dividend payment in 2022
2. Approve the proposal to distribute profits and pay dividends in 2023
3. Approve the remuneration payments to the Board of Directors, Supervisory Board, Secretariat of the Board of Directors/ Person in charge of corporate governance in 2022 and Plan for 2023
4. Approve the selection of an independent audit company in 2023
5. Approve the Business Contract to replace the Joint Venture Contract and project implementation: Construction investment for Bac Ninh city surface water treatment plant (45,000 m3/day facility) and transmission pipeline (with attached report and business cooperation contract).
6. Approve the draft long-term loan contract and draft mortgage contract to invest in the construction of Bac Ninh City surface water treatment plant (45,000 m3/day) and transmission pipeline.
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1. Activities of 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. Nguyen Tien Long | Chair of the Board of Directors | April 2022 |  |
| 2 | Mr. Luu Xuan Tam | Member of the Board of Directors-cum-General Manager | April 2022 |  |
| 3 | Mr. Nguyen Dinh Ton | Member of Board of Directors-cum-Deputy General Manager | April 2022 |  |
| 4 | Ms. Vu Thi Chuyen | Member of the Board of Directors | April 2022 |  |
| 5 | Mr. Nguyen Minh Chau | Member of the Board of Directors | April 2022 |  |

1. Board Resolutions:

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| No. | Board Resolution No. | Contents (summarized) |
| 1 | 03/NQ/HDQT-NSBN dated February 24, 2023 (session 5) | 1. Approve the consulting contract to prepare compensation, support and resettlement documents for construction land of the Sedimentation profile of 6.5 hectares of Bac Ninh city surface water plant construction investment project (capacity 45,000 m3/day and night) and route transmission tube
2. Approve the consulting contract to prepare compensation, support and resettlement documents for construction land of the Sedimentation profile 2 of 6.5 hectares of Bac Ninh city surface water plant construction investment project (capacity 45,000 m3/day and night) and route transmission tube
3. Approve the decision to approve the audited economic report and assigning self-implementation of construction work: Increase capacity of Cho town water supply plant - Construction investment of raw water pumping station
4. Approve the decision to approve the audited economic report and assigning self-implementation of construction work: Clean water pipeline supplying water to Yen Phong II-A Industrial Park
5. Approve the appendix of the Memorandum of Agreement for work assignment (extension of completion time) of the project: Increase capacity of Cho town water supply plant - Raw water pipes
6. Approve Contract Appendix (contract extension) for Contract No. 03-28/03/2022/HD-XD on implementation of package No. 3: Construction + construction equipment: Construction investment for a pipeline to transmit clean water from the water treatment plant in Bac Ninh city to Bac Ninh city
7. Approve the bank loan interest rates for construction investment of clean water transmission pipeline from Bac Ninh city surface water treatment plant to Bac Ninh city
8. Approve the adjustment to extend the implementation progress of 2 projects
9. Approve the coordination regulations between the Party Committee and the Board of Directors and General Manager of the Company
10. Approve the extension of time for implementation of design and construction consultancy contracts and preparation of estimates for the construction investment project of Bac Ninh City Surface Water Plant (capacity of 45,000 m3/day and night) and transmission pipeline
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| 2 | 06/NQ/HDQT- NSBN dated March 9, 2023 | Approve the Office uniform sewing contract in 2023 |
| 3 | 09/NQ/HDQT-NSBN | * Extend the time to hold the Annual General Meeting of Shareholders 2023
* Approve the audit contract for the project settlement report to complete the investment project to build a transmission pipeline from Bac Ninh city's surface water plant to Bac Ninh city.
* Approve the construction contract appendix of the clean water transmission pipeline project from Bac Ninh City to Bac Ninh City.
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| 4 | 12/NQ/HDQT-NSBN | * Approve the time of depreciation of fixed assets
* Approve the transfer of all capital of Bac Ninh Clean Water Joint Stock Company to invest in Bac Ninh Water Supply Joint Stock Company No. 2
* Approve the emulation and reward regulations in 2023
* Approve the consulting contract to prepare documents to request a license to exploit and use surface water for the project: Construction investment of Bac Ninh city surface water plant
* Approve the Decision on approving the technical and economic report; Assign to self-perform construction; Approve economic contracts on purchasing and selling equipment for construction projects.
* Approve economic contract to buy excavator.
* Approve the establishment of the Project Management Department
* Approve the documents of the General Meeting of Shareholders 2023
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| 5 | 18/NQ/HDQT- NSBN dated July 14, 2023 (collecting opinions) | 1. Approve the actual Javel usage norms that exceed the norms of the Ministry of Construction at the Bac Ninh underground water plant
2. Approve the contract appendix to change steel type Q345 to Q355B produced at Fomosa/Vietnam Factory to use in manufacturing self-cleaning water treatment cluster - Cho town Industrial Factory.
3. Approve the Extension of time for project implementation and the Appendix of the Minutes of Agreement to assign the construction of the project: Increase capacity of Cho town water supply plant - Raw water pipes (adjust construction time).
4. Approve the Extension of time for project implementation and the Appendix of the Minutes of Agreement to assign the construction of the project: clean water pipeline supplying water to Yen Phong II-A industrial park (adjust construction time).
5. Approve the emulation and reward regulations in 2023
6. Approve due date and procedures for dividend payment in 2022:
7. Approve the contract with Long Phuong Group Joint Stock Company on purchasing gifts for employees on the occasion of the Company being awarded the Third-Class Labor Medal
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| 6 | 21/NQ/HDQT- NSBN dated August 10, 2023 (session 7) | 1. Decision on investing in the project: Investment in installing generators for water supply plants of Bac Ninh Clean Water Joint Stock Company:
2. Investment and investment plans for pressure reducing valves and booster pump stations to regulate pressure and reduce water loss in Bac Ninh city and Que Vo town:
3. Investment in additional water supply pipes for forced filtration and water supply to supply air to the self-cleaning filter tank cluster of the project. Increasing the capacity of Cho town water supply plant - Treatment area; Appendix of job assignment agreement and economic contract extension appendix No. 26/05/2023/NSBN-SYSTEMS:
4. Approve the guarantee contract and deposit pledge contract with BIDV Kinh Bac branch to ensure the implementation of the investment project to build a surface water plant in Bac Ninh City (45,000m3/day) and transmission pipeline:
5. Approve the appendix of the property lease contract of 3 wards Dong Ky - Dong Nguyen - Tan Hong, Tu Son City signed between Bac Ninh Clean Water Joint Stock Company and Long Phuong Group Joint Stock Company:
6. Approve the plan to transfer all shares of Bac Ninh Water Supply Joint Stock Company No. 2 owned by Bac Ninh Clean Water Joint Stock Company:
7. Approve the appointment of the Deputy Manager of Gia Binh Water Supply Plant:
8. Approve adjusting the investment policy of the Company's head office and service area construction investment project:
9. Approve adjusting the investment policy of Bac Ninh city surface water plant construction investment project (capacity 45,000m3/day) and transmission pipeline
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| 7 | 24/NQ/HDQT- NSBN dated October 16, 2023 (collecting opinions) | 1. Approve the payment of additional land rent due to delay in putting land into use for the investment project to build a raw water pumping station and sedimentation records to serve the water supply plant in Cho town, Yen Phong district and the Company's head office and service area construction investment project:
2. Approve the Decision on investment plans and construction investment projects: "Moving clean water pipes to serve land clearance project of construction investment to renovate and expand Nga bridge and access roads at both ends of the bridge".
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| 8 | 27/NQ/HDQT-NSBN dated December 29, 2023 (session 9) | 1. Approve the Production and Business Plan for 2024: Approve the implementation estimate for 2023 and the production and business plan for 2024 (according to the attached Executive Board report).
2. Approve the salary plan for the Executive Board and employees in 2024:
3. Approve provisioning for bad debts:
4. Approve principle contracts for purchasing materials and chemicals for production and business in 2024:
5. Approve the decision to participate as an investor in the water supply pipeline network construction project for the remaining areas of Bang An, Que Tan, Phu Luong wards, Que Vo town:
6. Approve investment plan decisions and project investment assignment minutes: Moving water supply pipes to construct the technical infrastructure project of residential serviced housing area in Hap Linh ward, Bac Ninh city:
7. Approve the loan contract and asset mortgage contract with BIDV Kinh Bac branch to implement the construction investment project of Bac Ninh City surface water plant (capacity 45,000 m3/day) and transmission pipeline:
8. Approve spending on gifts for Lunar New Year - Year of Dragon (2024) and administrative spending on Lunar New Year for water supply plants:
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1. The Supervisory Board
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 | Ms. Tran Thi Huong | Chief of the Supervisory Board | April 2022 | Bachelor of Accounting and Statistics |
| 2 | Ms. Nguyen Thi Mai Lan | Member of the Supervisory Board | April 2022 | Bachelor of Accounting |
| 3 | Mr. Nguyen Van An | Member of the Supervisory Board | April 2022 | Bachelor of Laws |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Luu Xuan Tam - General Manager | October 5, 1970 | Engineer | April 2021 |
| 2 | Mr. Nguyen Dinh Ton - Deputy General Manager | June 22, 1975 | Master | April 2020 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Nguyen Thi Phuong | August 29, 1989 | Bachelor of Economics | April 2021 |

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 the affiliated person of the Company; or between the Company and major shareholders, PDMR and persons related to PDMR:

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| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | Long Phuong Group Joint Stock Company | Major shareholder, related to the Chair of the Board of Directors |  |  |  |  | Buy GT goods and services: VND 41,632,097,912 |  |
| 2 | Bac Ninh Clean Water Joint Stock Company No.2 | Affiliated company |  |  |  |  | Sell and provide services: VND 722,942,124 |  |

1. Transactions between PDMR of the Public Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Public Company: None.
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive 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, the General Manager and other managers are members of the Board of Directors, the Executive General Manager: 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, the General Manager and other managers: None.
3. Share transactions between PDMR and affiliated persons of PDMR:
4. Company’s shares transactions between PDMR and affiliated persons: None.

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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 |
| 1 | Vu Thi Chuyen | Member of the Board of Directors | 1,951,661 | 5.20% | 1,980,261 | 5.27% | Buy |

1. Other significant issues: None.