**BSA: Annual Corporate Governance Report 2023**

On January 29, 2024, Buon Don Hydropower Joint Stock Company announced Report No. 07/BC-HDQT-BDHC on the corporate governance in 2023 as follows:

* Name of Company: Buon Don Hydropower Joint Stock Company
* Head office address: Floor 7, Biet Dien Hotel, 01 Ngo Quyen Street, Thang Loi Ward, Buon Ma Thuot City, Dak Lak Province
* Tel: 02623.891368 Fax: 02623.891348 Email: [srepok4a@gmail.com](mailto:srepok4a@gmail.com)
* Charter capital: 655,403,460,000
* Securities code: BSA
* Corporate Governance Model: Public company.

The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 01 | 14/NQ-DHDCD-BDHC | April 25, 2023 | Approve:   * Report on the activities of the Board of Directors on governance and the results of operations in 2022, and the operational plan for 2023; * Report on the activities of the Supervisory Board on the business results of the Company, the activities of the Board of Directors, and the Director in 2022, as well as the operational plan for 2023; * Audited Financial Statements 2022. * Dividend payment results for the year 2021; * Profit distribution plan in 2022. * Production and business plan and profit distribution in 2023. * Authorization for the Board of Directors to decide on selecting an experienced and capable audit company from the list approved by the Ministry of Finance based on the proposal of the Supervisory Board to audit the Financial Statements 2023. * The plan on share issuance to pay dividends in 2022. * Amendment of the Charter of Buon Don Hydropower Joint Stock Company; * Amendment of Article 3, Article 35 of the Charter of Buon Don Hydropower Joint Stock Company; * Amendment of Article 83 of the Internal regulations on corporate governance of Buon Don Hydropower Joint Stock Company. |
| 2 | 33/NQ-DHDCD-BDHC | October 25, 2023 | Approve on adjusting the dividend payment for the year 2022 in cash. |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Mr. Vu Thanh Danh | Non-executive Chair of the Board of Directors | June 23, 2019 | - |
| 02 | Mr. Tran Hoai Nam | Non-executive member of the Board of Directors | June 23, 2019 | - |
| 03 | Mr. Le Hoang Trieu | Non-executive member of the Board of Directors | June 23, 2019 | - |
| 04 | Ms. Nguyen Thi Huong Giang | Non-executive member of the Board of Directors | June 23, 2019 | - |
| 05 | Mr. Trinh Hoang Nhan | Non-executive member of the Board of Directors | April 18, 2022 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Resolution/Decision No. | Content | Date | Form |
| 01 | 02/NQ-HDQT-BDHC | Resolution on approving the electricity payment rate according to the Contract Price 2023 | February 03, 2023 | Collect opinions via a ballot |
| 02 | 03/NQ-HDQT-BDHC | Resolution on the plan for organizing the Annual General Meeting of Shareholders in 2023 | February 22, 2023 | Collect opinions via a ballot |
| 03 | 06/NQ-HDQT-BDHC | Resolution on approving the Report of the Executive Board and the draft documents to be submitted to the Annual General Meeting of Shareholders in 2023 | March 26, 2023 | Meeting |
| 04 | 07/QD-HDQT-BDHC | Decision on establishing organizing committees and service teams for the Annual General Meeting of Shareholders in 2023 | March 26, 2023 | Meeting |
| 05 | 08/NQ-HDQT-BDHC | Resolution on approving the settlement of the Salary Fund, KPI Bonus, and benefits for employees implemented in 2022 | March 26, 2023 | Meeting |
| 06 | 16/NQ-HDQT-BDHC | Resolution on the selection of the unit to appraise the spare transformer | April 25, 2023 | Collect opinions via a ballot |
| 07 | 17/NQ-HDQT-BDHC | Resolution on selecting an audit company for the Financial Statements 2023 | June 27, 2023 | Collect opinions via a ballot |
| 08 | 18/NQ-HDQT-BDHC | Resolution on approving the starting price and auction form for the Spare Transformer at Srepok 4A Hydropower Plant | June 30, 2023 | Collect opinions via a ballot |
| 09 | 20/NQ-HDQT-BDHC | Resolution on implementing the share issuance plan to pay dividends in 2022. | August 03, 2023 | Collect opinions via a ballot |
| 10 | 21/NQ-HDQT-BDHC | Resolution on the plan to record the list of shareholder for dividend payments 2022 by share of the Company | August 18, 2023 | Collect opinions via a ballot |
| 11 | 23/NQ-HDQT-BDHC | Resolution on selecting an auction organizer for the liquidation auction of the Spare Transformer at SP4A Hydropower Plant | August 24, 2023 | Collect opinions via a ballot |
| 12 | 25/NQ-HDQT- BDHC | Resolution on collecting shareholders' opinions via a ballot to adjust the content of dividend payments in cash in 2022 | September 08, 2023 | Meeting |
| 13 | 26/NQ-HDQT- BDHC | Resolution on:  Approve the Executive Board's Report No. 183/BC-BDHC dated September 6, 2023  Approve on the additional items for the bypass valve renovation and lifting beam of the water intake valve repair gate  Approve the additional items for replacement of CXMT operation valve  Approve the short-term loan policy at commercial banks | September 08, 2023 | Meeting |
| 14 | 27/NQ-HDQT- BDHC | Resolution on approving bonuses for completing the REC certificate sale task | September 08, 2023 | Meeting |
| 15 | 28/QD-HDQT-BDHC | Decision on amending the internal regulations on Corporate Governance | September 08, 2023 | Meeting |
| 16 | 29/NQ-HDQT- BDHC | Resolution on approving the increase in charter capital and amending the Charter content according to the increased charter capital after issuing shares | September 27, 2023 | Collect opinions via a ballot |
| 17 | 31/NQ-HDQT-BDHC | Resolution on approving transactions, Contracts between the Company and affiliated persons of PDMR of the Company | October 24, 2023 | Collect opinions via a ballot |
| 18 | 32/QD-HDQT-BDHC | Decision on approving the investment project for the construction of the Company's Working Headquarters | October 24, 2023 | Collect opinions via a ballot |
| 19 | 34/NQ-HDQT- BDHC | Resolution on approving the dividend payment plan 2022 in cash for Shareholders | October 31, 2023 | Collect opinions via a ballot |
| 20 | 35/NQ-HDQT- BDHC | Resolution on approving the items in the plan for 2024 to be implemented and expedited:   * Dredging work for Dak Huar concrete; * Dredging work for Ndraik concrete; * H1 turbine generator maintenance; * H2 turbine generator maintenance; * Testing and adjusting equipment for H1 turbine generator and T1 transformer; * Supply of auxiliary equipment for turbine generator maintenance. | November 30, 2023 | Collect opinions via a ballot |
| 21 | 36/NQ-HDQT- BDHC | Approve on the additional funds for salaries, KPI bonuses, and benefits due to exceeding production targets in 2023 by the Company | December 29, 2023 | Collect opinions via a ballot |

1. The Supervisory Board (Annual Report 2021)
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 |
| 01 | Ms. Nguyen Thi Thanh Hoa | Chief of the Supervisory Board | Being the Chief of the Supervisory Board since June 23, 2019 | Bachelor of Economics - Faculty of Accounting |
| 02 | Mr. Pham Quoc Thai | Member of The Supervisory Board | Being member of the Supervisory Board since June 23, 2019 | Bachelor of National Economic Planning; Master of Business Administration |
| 03 | Ms. Tran Tuyet Loan | Member of the Supervisory Board | Being member of the Supervisory Board since April 19, 2021 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 01 | Mr. Truong Hai Quang | April 06, 1982 | Electrification and power supply engineer; Bachelor of Business Administration | November 07, 2019 |
| 02 | Mr. Phan Quang Vu | September 16, 1982 | Irrigation - hydroelectricity engineer | March 01, 2020 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 01 | Mr. Pham Van Tung | August 31, 1975 | Bachelor of Economics | June 01, 2009 |

1. Training on corporate governance:
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, or affiliated persons of PDMR:

During the year, Buon Don Hydropower Joint Stock Company conducted transactions with Power Engineering Consulting Joint Stock Company 4 - a major shareholder and affiliated persons of PDMR. The specific details of these transactions are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Contract No. | Contract value (VND) |
| 1 | Establish dossiers, setting boundary markers for construction areas within the administrative boundaries of Ea Wer commune, Ea Huar commune, and Krong Na commune, Buon Don district, Dak Lak province | 30/2023/HDDV- BDHC-TVD4- CMBK | 349,828,703 |
| 2 | Conduct surveys, prepare reports on the assessment of the stability and safety of canal banks in the area of Ea Huar commune (from CN 5875 - CN 8616) | 31/2023/HDDV- BDHC-TVD4- KSBK | 314,614,616 |
| 3 | Prepare a review report on the design of infrastructure - Headquarters of Buon Don Hydropower Joint Stock Company | 32/2023/HDDV-BDHC-TVD4-TTR | 156,670,000 |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board, the Manager and other managers had been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None.
   2. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive 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 and members of the Supervisory Board, the Manager and other managers: None
3. Share transactions between PDMR and affiliated persons of PDMR
4. Company’s share transactions of PDMR and affiliated persons:

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares increased or decreased during the period | | | Number of shares owned at the end of the period (December 31, 2023) | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Transaction time | Number of increased shares | Number of decreased shares | Number of shares | Rate |
| 1 | Mr. Trinh Hoang Nhan - Member of the Board of Directors | PDMR of the Company | 0 | 0% | August 14, 2023 | 2,600 | - | 6,900 | 0.01% | Share purchase transactions |
| August 21, 2023 | 1,000 | - | Share purchase transactions |
| August 22, 2023 | 1,000 | - | Share purchase transactions |
| August 23, 2023 | 400 | - | Share purchase transactions |
| November 02, 2023 | 1,800 | - | Share purchase transactions |
| November 09, 2023 | 100 | - | Receive dividends by share in 2022 |
| Total | | 0 | 0 |  | 6,900 | 0 | 6,900 | 0.01% |  |
| 2 | Mr Pham Quoc Thai - Member of the Supervisory Board | PDMR of the Company | 131,710 | 0.20% | February 02, 2023 | - | 90,000 | 32,392 | 0.05% | Share sale transactions |
| June 28, 2023 | - | 800 |
| July 12, 2023 | - | 1,900 |
| July 13, 2023 |  | 1,100 |
| July 17, 2023 |  | 1,900 |
| August 02, 2023 | - | 1,900 |
| October 2023 | - | 2,400 |
| November 09, 2023 | 682 | - | Receive dividends by share in 2022 |
| Total | | 131,710 | 0.20% |  | 682 | 100,000 | 32,392 | 0.05% |  |
| 3 | Mr. Truong Hai Quang - Manager of the Company; | PDMR of the Company | 129,495 | 0.20% | November 09, 2023 | 2,589 | - | 112,584 | 0.17% | Receive dividends by share in 2022 |
| November 30, 2023 | - | 100 | Share sale transactions |
| December 01, 2023 | - | 200 |
| December 04, 2023 | - | 2,900 |
| December 05, 2023 | - | 3,200 |
| December 06, 2023 | - | 500 |
| December 07, 2023 | - | 2,000 |
| December 08, 2023 | - | 3,000 |
| December 11, 2023 | - | 1,800 |
| December 12, 2023 | - | 2,000 |
| December 13, 2023 | - | 100 |
| December 14, 2023 | - | 2,200 |
| December 29, 2023 | - | 1,500 |
| Total | | 129,495 | 0 |  | 2,589 | 19,500 | 112,584 | 0.17% |  |

1. Other significant issues: None.