**VWS: Annual Corporate Governance Report 2023**

On January 29, 2024, Vietnam water, sanitation and environment joint stock company announced Report No. 03/2023/BC-QTCT-VIWASE on the corporate governance 2023 as follows:

* Name of company: Vietnam water, sanitation and environment joint stock company
* Head office address: No 05, Duong Thanh Street, Cua Dong Ward, Hoan Kiem District, Hanoi
* Tel: 024 38181429 Fax: 024 38284760 Email: [viwase@hn.vnn.vn](mailto:viwase@hn.vnn.vn)
* Charter capital: VND 36,000,000,000
* Securities code: VWS
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Not executed.

1. Activities of the General Meeting:

Information about the Meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders’ ballots):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/NQ-DHDCD-VIWASE | February 13, 2023 | 1. Approve to transfer projects/sell assets of Project of investing in water supply system construction in Nhu Quynh Town. Price of project transfer/sale of assets must be higher than the base price, which is value calculated by the total asset value and advantage value on land lease according to the Valuation Consulting Certificate. 2. Implement the transfer of projects/sale of assets under the public method as per the provisions of the Law on Enterprise, Law on Investment, Law on Bidding, Land Law, Charter on Organization and Operation and other relevant legal documents. 3. Authorize the Board of Directors to organize, implement and approve the base price to select investors and propose the selection result of investors who receive the transfer of projects/sales of assets of Project of investing in water supply system construction in Nhu Quynh Town; report to the General Meeting to approve the results in the nearest meeting: |
| 2 | 06/NQ-DHDCD-VIWASE | June 20, 2023 | * Approve the Report on the Business Production Results of 2022, the Production and Business Plan for 2023 * Approve the Audited Financial Statements 2022 * Approve profit distribution details. * Approve the Proposal on selecting the audit company for the Financial Statements 2023. * Approve the Report on the activity results of the Board of Directors in 2021; * Approve the performance report of the Supervisory Board in 2022. * Approve the Proposal on salaries, remuneration, and other expenses of the Board of Directors and the Supervisory Board for 2022 and proposing salaries, remuneration, and other expenses of the Board of Directors and the Supervisory Board for 2023. * Approve the Report on the selection of Investors for the transfer of project/asset acquisition of the Water Supply Construction Investment Project. |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Date of appointment | Dismissal date |
| 1 | Mr. Nguyen Thanh Hai | Chair of the Board of Directors for the term of 2021-2026 | April 26, 2021 | - |
| 2 | Mr. Le Van Tuan | Member of the Board of Directors for the term of 2021-2026 and Managing Director | April 26, 2021 | - |
| 3 | Mr. Nguyen Van Thanh | Non-executive member of the Board of Directors for the term of 2021-2026 | April 26, 2021 | - |
| 4 | Mr. Nguyen Ba Minh | Non-executive member of the Board of Directors for the term of 2021-2026 | April 26, 2021 | - |
| 5 | Mr. Nguyen Manh Hung | Member of Board of Directors for the term of 2021-2026 and the Deputy Managing Director | April 26, 2021 | - |
| 6 | Mr. Nguyen Hien Hoa | Member of Board of Directors for the term of 2021-2026 and the Deputy Managing Director | April 26, 2021 | - |
| 7 | Mr. Nguyen Thanh Tai | Member of Board of Directors for the term of 2021-2026 and the Deputy Managing Director | April 26, 2021 | - |

1. Board Resolutions/Board Decisions/Documents of the Board of Directors:

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| No. | Resolution/Decision/Document | Date | Contents |
| I. Resolutions | | | |
| 1 | 02/2023/NQ-HDQT-VIWASE | March 14, 2023 | Organization of the Annual General Meeting 2023 |
| 2 | 03/2023/NQ-HDQT-VIWASE | April 20, 2023 | Agenda and Organization Plan for the Annual General Meeting in 2023 |
| 3 | 04/2023/NQ-HDQT-VIWASE | May 15, 2023 | Approve the guarantee limit of the Guarantee Contract between the Company and BIDV Bank |
| 4 | 05/2023/NQ-HDQT-VIWASE | May 15, 2023 | Adjustment of the Agenda for the Annual General Meeting 2022 |
| 5 | 07/2023/NQ-HDQT-VIWASE | June 28, 2023 | Pay the remaining dividend in 2022 |
| 6 | 08/2023/NQ-HDQT-VIWASE | June 28, 2023 | Select an audit company for 2023 |
| II. Decisions | | | |
| 7 | 01/2023/QD-VIWASE-HDQT | January 03, 2023 | Approve the Plan for human resources recruitment in 2023 |
| 8 | 02/2023/QD-VIWASE-HDQT | February 14, 2023 | Establishment of a Task Force to assist the Board of Directors in asset transfer of the Water Supply Construction Investment Project in Nhu Quynh Town |
| 9 | 03/2023/QD-VIWASE-HDQT | February 14, 2023 | Approval of the Equipment Procurement Plan |
| 10 | 04/2023/QD-VIWASE-HDQT | February 14, 2023 | Approve the Expense Plan for Employees in 2023 |
| 11 | 05/2023/QD-VIWASE-HDQT | March 30, 2023 | Approve the Transfer/Sale Plan of assets of the Water Supply Construction Investment Project in Nhu Quynh Town, Hung Yen Province |
| 12 | 06/2023/QD-VIWASE-HDQT | March 30, 2023 | Determination of the starting price for auctioned assets of the Water Supply Construction Investment Project in Nhu Quynh Town, Hung Yen Province |
| 13 | 07/2023/QD-VIWASE-HDQT | March 30, 2023 | Selection of auction organization for assets of the Water Supply Construction Investment Project in Nhu Quynh Town, Van Lam District, Hung Yen Province |
| 14 | 08/2023/QD-VIWASE-HDQT | March 30, 2023 | Procurement of online meeting equipment for the Company |
| 15 | 09/2023/QD-VIWASE-HDQT | April 05, 2023 | Approve the Auction Regulations |
| 16 | 10/2023/QD-VIWASE-HDQT | May 27, 2023 | Approve negotiation results and draft Deposit Agreement |
| 17 | 11/2023/QD-VIWASE-HDQT | May 27, 2023 | Adjust the list of management employees |
| 18 | 12/2023/QD-VIWASE-HDQT | August 21, 2023 | Sign the Principle Contract for the acquisition contract as per legal regulations to purchase all assets of the Water Supply Construction Investment Project in Nhu Quynh Town, Van Lam District, Hung Yen Province (Project) under Investment Decision No. 60/QD-UBND dated July 9, 2020 of the Provincial People's Committee of Hung Yen Province and the rights to receive the investment transfer project (after being approved by competent state agencies) |
| III. Notice | | | |
| 19 | 01/2023/TB-VIWASE-HDQT | January 16, 2023 | Productivity rewards for outstanding project units, teams, and individuals in 2022; Company employee uniform purchase costs in 2022 |
| 20 | 02/2023/TB-VIWASE-HDQT | January 16, 2023 | Productivity rewards for technical inspection work, financial management, and administrative management of Company employees in 2022 |
| 21 | 03/2023/TB-VIWASE-HDQT | January 30, 2023 | Organize the collection of shareholders' ballot |
| 22 | 08/2023/TB-VIWASE-HDQT | June 15, 2023 | Approve appointment of Deputy Manager for the company's branch in Ho Chi Minh City |

1. 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. Do Thi Thuy Nga | The Chief of the Supervisory Board for the term of 2021-2026 | April 26, 2021 | Bachelor in Accounting |
| 2 | Ms. Nguyen Thi Thuy | Member of the Supervisory Board for the term of 2021-2026 | April 26, 2021 | Bachelor in Economics |
| 3 | Ms. Vu Thi Hau | Member of the Supervisory Board for term  2021-2026 | April 26, 2021 | Bachelor in Economics |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Le Van Tuan | October 03, 1972 | Master of water supply and drainage | May 24, 2021 |
| 2 | Mr. Nguyen Thanh Tai | May 08, 1974 | Doctor of Engineering | May 24, 2021 |
| 3 | Mr. Nguyen Manh Hung | September 01, 1972 | Doctor of Engineering | May 24, 2021 |
| 4 | Mr. Nguyen Hien Hoa | November 11, 1970 | Drainage engineer | May 24, 2021 |
| 5 | Mr. Nguyen Van Nguyen | October 23, 1976 | Master of Environment | May 24, 2021 |
| 6 | Mr. Kien Hung | December 27, 1970 | Master of Engineering | May 24, 2021 |
| 7 | Mr. Trinh Xuan Thinh | September 02, 1977 | Master of Engineering | October 22, 2021 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Ngo Lan Phuong | August 01, 1982 | Bachelor in Accounting | May 24, 2021 |

1. Training on corporate governance:
2. List of related person of the public Company and transactions between the related person 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, or related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers have been founding members or members of the Board of Directors and Managing Director for the past three (03) years (as at the time of reporting):

Vietnam Water, Sanitation, and Environment Joint Stock Company receive dividends and consulting services from its related companies, namely:

* Saigon Water, Environment and Infrastructure Joint Stock Company
* Orient Consultant And Investment For Infrastructure Development Joint Stock Company
* Lacviet Investment, Environment And Infrastructure Engineering Joint Stock Company
  1. Transactions between the Company and the companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors and Managing Director: None.
  2. 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, Managing Director and other managers: None.

1. Share transactions of PDMR and related persons of PDMR in 2023
2. Mr. Nguyen Manh Hung - Member of the Board of Directors - Deputy Managing Director

* On August 29, 2023, a sell order for 2,900 shares was matched.
* On August 30, 2023, a sell order for 2,900 shares was matched.
* On September 05, 2023, a sell order for 4,200 shares was matched.

1. Transaction of PDMR and related persons related to the Company’s shares: None
2. Other significant issues: None