**VAV: Annual Corporate Governance Report 2023**

On January 29, 2024, VIWACO Joint Stock Company announced Report No. 177/VIWACO-TCKH on the Annual Corporate Governance 2023 as follows:

* Name of company: VIWACO Joint Stock Company
* Head office address: 1st Floor, No. 17 - T7, Trung Hoa - Nhan Chinh Urban Area, Nhan Chinh Ward, Thanh Xuan District, Hanoi
* Tel: 024.62511520, 024.62511523 Email: info@viwaco.com
* Website: viwaco.vn
* Charter capital: VND 320 billion
* Securities code: VAV
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
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 | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | March 25, 2023 | 1. Approve the Report on production and business results in 2022 of the Executive Board and the Production and business plan for 2023
2. Approve the Audited Financial Statements 2022 of the Company.
3. Approve the Report of the Board of Directors on the implementation of tasks in 2022 and the operational plan for 2023.
4. Approve the Company's profit distribution plan for 2022
5. Approve the Report of the Supervisory Board in 2022.
6. Approve the selection of an audit company to audit the Financial Statements 2023.
7. Approve the remuneration for the Board of Directors and Supervisory Board in 2022 and remuneration plan for the Board of Directors and Supervisory Board in 2023 as follows:
8. Approve the report of the Board of Directors on carrying out and applying for approval of the investment policy of the clean water supply system construction project of Thanh Oai District.
9. Approve the transaction policy with Song Da Water Investment JSC.
10. Approve the policy in transaction with the Holding Company - Pacific Holdings Investment Joint Stock Company and the Company members under Pacific Holdings Investment Joint Stock Company.
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1. Board of Directors (2023)
2. 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 | Number of attended meetings | Attendance rate | Reason for absence |
| 1 | Mr. Duong Van Mau | Chair of the Board of Directors | March 19, 2020 | 4/4 | 100% |  |
| 2 | Mr. Nguyen Huu Toi | Member of the Board of Directors - Managing Director | March 19, 2020. | 4/4 | 100% |  |
| 3 | Mr. Truong Tien Hung | Member of the Board of Directors | March 19, 2020 | 4/4 | 100% |  |

1. Board Resolutions/Board Decisions in 2023:

|  |  |  |
| --- | --- | --- |
| Board Resolutions/Decision  | Date | Contents |
| 01/NQ-VIWACO-HDQT | January 18, 2023 | Agree on the time to organize the General Meeting 2023 |
| 04/2023/NQ-HDQT | April 24, 2023 | Pay dividends of 2022 in cash |
| 1165/QD-HDQT | August 16, 2023 | Approve the investment policy for Thanh Oai project with 2 component projects: Project of constructing water supply pipeline for the industrial system of Thanh Oai District and project of constructing water supply network for 11 communes of Thanh Oai District |
| 1248/QD-HDQT | August 29, 2023 | Approve the policy of applying the contractor selection method of Direct Contracting for bidding packages implemented before approving the Feasibility Study Report (in the investment preparation phase) and bidding packages providing specialized consulting services under the following projects: Constructing water supply pipeline for the water supply system of Thanh Oai District, Hanoi City and constructing the water supply network for 11 communes in Thanh Oai District, Hanoi City  |
| 1775/QD-HDQT | November 18, 2023 | Purchase cars |
| 1890/QD-HDQT | December 04, 2023 | Establish the Key Project Management Board |
| 1891/QD-HDQT | December 04, 2023 | Approve the functions and tasks of Focal Project Management Board |

1. The Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Beginning date as member of the Supervisory Board  | Qualification |
| 1 | Ms. Nguyen Thi Quynh Trang | Chief of the Supervisory Board | March 19, 2020 | Bachelor in Economics majoring in Finance and Banking |
| 2 | Ms. Tran Thi Kim Oanh | Member of the Supervisory Board | March 19, 2020 | Bachelor in Economics majoring in Accounting |
| 3 | Mr. Pham Thanh Binh | Member of the Supervisory Board | March 19, 2020 | Bachelor in Accounting - Auditing |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment |
| 1 | Mr. Nguyen Huu Toi | March 02, 1959 | Construction Economics Engineer | January 22, 2019 |
| 2 | Mr. Cao Hai Thap | October 18, 1979 | Master of Urban and Construction Management | December 01, 2020 |
| 3 | Mr. Dinh Huu Canh | February 12, 1959 | Mechanical Engineer | May 03, 2019 |
| 4 | Mr. Dinh Hoang Lan | November 15, 1973 | Engineer of Mechanical Manufacturing | September 06, 2022 |
| 5 | Mr. Do Xuan Tien | May 25, 1977 | Bachelor in Business Administration/ICT Engineer | February 10, 2023 |

1. The Chief Accountant

| No. | Full name | Date of birth | Qualification | Date of appointment |
| --- | --- | --- | --- | --- |
| 1 | Mr. Tran Manh Hung | November 28, 1964 | Bachelor in Economics majoring in Accounting | January 18, 2019 |

1. Training on corporate governance
2. List of related persons of the public company and transactions of 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, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/Individual | Relations with the Company | NSH\* No., date of issue, place of issueNo. | Head office address/Contact address  | Time of transactions with the Company | General Mandate/Decision approved by the General Meeting or Resolution/Decision No. (if any, promulgate the date of issue) | Content, quantity, total transaction value | Note |
| 1 | Vietnam Construction And Import-Export Joint Stock Corporation | Holding Company |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Dividend payment in cash: VND 19,584,000,000 Brand fee: VND 250,000,000Input clean water purchase:80,859,221 |  |
| 2 | Ha Noi Water Company Limited | Major shareholder |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Dividend payment in cash: VND 9,101,856,000Input clean water purchase:2,992,975,555Property rent payment2,120,953,295 |  |
| 3 | Song Da Water Investment JSC | Major shareholder |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Dividend payment in cash: VND 5,795,280,000Input clean water purchase: VND 346,565,189,644Clean water transmission revenue: VND 926,329,800 |  |
| 4 | Viet Nam Construction Join Stock Company No 12 | Joint Venture of the Corporation |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Goods purchase:VND 827,146,364Water revenueVND 279,763,964 |  |
| 5 | Viet Nam Urban Services And Investment Joint Stock Company | Company of the same Group |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Water revenue: VND 9,643,460,033 Service purchase: VND 200,206,383 |  |
| 6 | Construction Joint Stock Company N01 | Company of the same Group |  |  | January 01, 2023 - December 31, 2023 | 01/2023/NQ-DHDCD dated March 25, 2023 | Water revenue:43,443,483 |  |

1. Transactions between PDMR of the public company, related persons of PDMR and subsidiaries, companies under the authority of the listed company None.
2. Transactions between the Company and other entities
3. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Executive Managing Director have been founding members or members of the Board of Directors and Managing Director for the past three (03) years (calculated at the date of reporting): None.
4. Transactions between the Company and the companies where related persons of members of the Board of Directors, members of the Supervisory Board and Managing Director are members of the Board of Directors and Managing Director None.
5. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board and Managing Director: None.
6. Share transactions of PDMR and related persons of PDMR
7. Company’s share transactions of PDMR and related persons of PDMR None
8. Other significant issues: None.