**TBW: Annual Corporate Governance Report 2023**

On January 22, 2024, Thai Binh Clean Water Joint Stock Company announced Report No. 01/BC-CTNSTB on the corporate governance in 2023 as follows:

* Name of company: Thai Binh Clean Water Joint Stock Company
* Head office address: No. 2, Tran Thu Do Street, Tien Phong Ward, Thai Binh City
* Tel: 0227 3831 632 Fax: 0227 3642 015
* Website:http://capnuocthaibinh.com
* Email: [nuocsachthaibinh.jsc@gmail.com](mailto:nuocsachthaibinh.jsc@gmail.com)
* Charter capital: VND 98,500,000,000

(In which State shareholders hold 70% of charter capital)

* Securities code: TBW
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented

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 | General Mandate No. 01/NQ-DHDCD | June 16, 2023. | 1. Approve the Board of Directors' activity report, audited Financial Statements, and the Supervisory Board's report in 2022. 2. Approve the production and business plan in 2023, profits and dividends in 2022. 3. Approve the profit distribution plan, appropriation for funds and dividend payment rate in 2022 4. Approve the remuneration of the Board of Directors, the Supervisory Board and the Secretariat of the Company in 2022 and the remuneration plan for the Board of Directors, the Supervisory Board and the Secretariat of the Company in 2023. 5. Authorize the Board of Directors to select an audit company for the Financial Statements 2023. |

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/dismissal as member of  the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Thien Bac | Chair of the Board of Directors | April 25, 2019 |  |
| 2 | Mr. Tran Van Duc | Member of the Board of Directors, General Manager | April 25, 2019 |  |
| 3 | Mr. Ngo Van Tam | Member of the Board of Directors, Deputy General Manager | April 25, 2019 |  |
| 4 | Ms. Do Thi Hong Van | Member of the Board of Directors, Chief Accountant | April 25, 2019 |  |
| 5 | Ms. Phung Thi Van Quynh | Member of the Board of Directors, Deputy Head of Finance and Accounting Department | April 25, 2019 |  |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | Resolution No. 01/NQ-HDQT | January 11, 2023 | * Approve the production, business and investment plan in 2023 * Terminate the Labor Contract: 01 person |
| 2 | Resolution No. 02/NQ-HDQT | March 2, 2023 | * Prepare the Annual General Meeting of Shareholders 2023 * Recruit labor: 02 person * Terminate the Labor Contract: 02 person |
| 3 | Resolution No. 03/NQ-HDQT | April 20, 2023 | * Agree on the profit distribution and dividend distribution plan in 2022. * Ask for opinions from the Provincial People's Committee on some contents to submit to the Annual General Meeting of Shareholders 2023 |
| 4 | Resolution No. 04/NQ-HDQT | May 23, 2023 | * Extend the time to hold the Annual General Meeting of Shareholders 2023. * Reappoint the General Manager of the Company from July 1, 2023. * Recruit labors: 02 person * Terminate the Labor Contract: 01 person |
| 5 | Resolution No. 05/NQ-HDQT | August 2, 2023 | - Recruit labor: 01 person |
| 6 | Resolution No. 06/NQ-HDQT | October 3, 2023 | * Terminate the Labor Contract: 01 person * Recruit labor: 03 persons * Appoint the Head of the Customer Management Department I * Select AASC Auditing Firm Company Limited as the audit company for the Financial Statements 2023. |
| 7 | Resolution No. 07/NQ-HDQT | December 14, 2023 | Introduce personnel to elect to the Board of Directors and the Supervisory Board in the third term (2024-2029) |

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

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| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Ha Thi Huong | Chief of the Supervisory Board | April 25, 2019 | Bachelor of Economics |
| 2 | Mr. Truong Dang Vinh | Member of the Supervisory Board | April 25, 2019 | Bachelor of Business Administration |
| 3 | Ms. Tran Thi Thuy | Member of the Supervisory Board | April 29, 2021 | Bachelor of Business Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Tran Van Duc  General Manager | August 15, 1965 | Construction Engineer | Reappointed on  July 1, 2023 |
| 2 | Mr. Ngo Van Tam  Deputy General Manager | May 12, 1965 | Construction Engineer | November 1, 2019 |
| 3 | Mr. Luong Huu Hung  Deputy General Manager | October 24, 1978 | Irrigation Engineer | October 1, 2020 |
| 4 | Mr. Dang The Tuong  Deputy General Manager | September 1, 1981 | Construction Engineer | October 1, 2020 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ms. Do Thi Hong Van | June 8, 1968 | Bachelor of Economics | January 6, 2020 |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Time of transaction with the Company | Content, quantity, total value of transaction | Note |
| 1 | Cuc Phuong Joint Stock Company | Major shareholder | 2023 | Buy and sell water industry supplies.  Total transaction value: VND 6,362,906,394 (including VAT). |  |

1. Transactions between the 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 companies that 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 or the Executive General Manager for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and the companies where the affiliated persons of members of the Board of Directors, the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive General Manager: None.
   3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, the 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
5. Other significant issues: None