

No.: ...45.../BC-HDQT

Ha Noi, 15...January, 2025

TONG CONG
TY ĐẦU TƯ
NƯỚC VÀ
MÔI
TRƯỜNG
VIỆT NAM -
CTCP

Digitally signed by TÔNG CÔNG
TY ĐẦU TƯ NƯỚC VÀ MÔI
TRƯỜNG VIỆT NAM - CTCP
DN: cn=TÔNG CÔNG TY ĐẦU TƯ
NƯỚC VÀ MÔI TRƯỜNG VIỆT
NAM - CTCP, c=VN,
email=hienthu.141290@gmail.com
Date: 2025.01.17 08:41:03 +07'00'

**REPORT
ON CORPORATE GOVERNANCE
(Year 2024)**

To:
- The State Securities Commission;
- Ha Noi Stock Exchange.

- Name of company: VIETNAM WATER AND ENVIRONMENT
INVESTMENT CORPORATION - JSC

- Address of head office: 52 Quoc Tu Giam, Van Mieu ward, Dong Da district, Ha
Noi city.

- Transaction Office: 48 To Huu, Trung Van ward, Nam Tu Liem district

- Tel: 024. 37473576/37472982;

- Email: info@viwaseen.com.vn

- Charter capital: VND580,186,000,000

- Stock symbol: VIW

- Governance model: General Meeting of Shareholders, Board of Directors, Board
of Supervisors, General Director.

The implementation of internal audit: Implemented.

I. Activities of the General Meeting of Shareholders

On June 21, 2024, Vietnam Water and Environment Investment Corporation – JSC
held its 2024 Annual General Meeting of Shareholders.

No.	Resolution/ Decision Number	Date	Content
1	01/2024/NQ- ĐHĐCĐ	21/6/2024	<ul style="list-style-type: none">- Report on performance of production and business, investment and development in 2023; the 5-year period from 2019-2023; and the plan for production, business, investment and development for 2024 and the 5-year period from 2024-2029- Approval of the Board of Directors' performance report for the year 2023 and its orientation and tasks for 2024 and the period 2024-2029- Approval of the Board of Supervisors' 2023 performance report and its orientation and tasks for 2024- Approval of the Audited Financial statements of the parent company and the Audited consolidated financial statements for 2023;- Approval of the profit distribution plan for the fiscal year 2023;



			<ul style="list-style-type: none"> - Approval of the finalization of salaries and remuneration for the Board of Directors and the Board of Supervisors for 2023 and the plan for 2024 - Approval of the list of auditing companies and authorization for the Board of Directors to select one auditing company from the list to audit the financial statements for 2024; - Election of members for the Board of Directors and Board of Supervisors for the 2024-2029 term
--	--	--	--

II. Board of Directors of the 2024

1. Information about the members of the Board of Directors (BOD)

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Le Minh Duc	Chairman	26/02/2021	
2	Ngo Van Dung	Board Member, G. Director	25/06/2014	
3	Vu Doan Chung	Board Member, Deputy G. Director	26/02/2021	
4	Nguyen Anh Tung	Board Member	26/02/2021	
5	Nguyen Duc Bon	Board Member	16/07/2015	21/06/2024
6	Nguyen Duy Hung	Board Member	21/06/2024	

2. Meetings of the Board of Directors

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Le Minh Duc	08/08	100%	
2	Ngo Van Dung	08/08	100%	
3	Vu Doan Chung	08/08	100%	
4	Nguyen Anh Tung	08/08	100%	
5	Nguyen Duc Bon	03/03	100%	Resigned on June 21, 2024
6	Nguyen Duy Hung	04/05	80%	Appointed on June 21, 2024

3. Supervising the Board of Management by the Board of Directors:

- Supervising the implementation of the Charter, resolutions of the General Meeting of Shareholders, and resolutions/decisions issued by the Board of Directors

(BOD); as well as internal regulations and management policies of the Corporation issued by the BOD.

- Directing and supervising the Executive Board of Management in implementing measures/solutions for managing all production and business activities of the Corporation, such as: marketing and bidding, organizing construction and installation activities, acceptance, settlement of accounts, and capital recovery for projects; investment and construction of development projects; and solutions for restructuring the management apparatus, strengthening corporate governance, and consolidating human resources

- Monitoring the borrowing and utilization of funds, ensuring the provision of capital and financial resources for the Corporation's production and business activities, especially financial support for key projects and investment ventures

- Overseeing the implementation of periodic inventories, addressing post-inventory results, financial settlements, and capital recovery for projects; as well as the preparation of financial statements.

4. Activities of the Board of Directors' subcommittees: None

5. Resolutions/Decisions of the Board of Directors for the year 2024

The Board of Directors (BOD) of the Corporation held 08 meetings and conducted 33 rounds of written consultations to address matters under its jurisdiction.

In 2024, the BOD issued 20 Resolutions and 15 Decisions, specifically as follows:

No.	Resolution/ Decision No.	Date	Content	Approval rate
A	RESOLUTION			
1	417/NQ-HĐQT	16/01/2024	Resolution from the 26th BOD Meeting, held on January 9, 2024	5/5
2	426/NQ-HĐQT	09/04/2024	Resolution approving the plan to organize the 2024 Annual General Meeting of Shareholders.	5/5
3	434/NQ-HĐQT	19/04/2024	Resolution from the 27th BOD Meeting, held on April 8, 2024	5/5
4	438/NQ-HĐQT	25/04/2024	Resolution on the Salary Grade Adjustment for Management Staff at the Corporation	5/5
5	440/NQ-HĐQT	02/05/2024	Resolution on Personnel Affairs	5/5
6	445a/NQ-HĐQT	06/05/2024	Resolution on Personnel Affairs	5/5
7	453/NQ-HĐQT	31/05/2024	Resolution on Approval of the Timeline and Draft Documents for the 2024 Annual General Meeting of Shareholders	5/5
8	454/NQ-HĐQT	10/06/2024	Resolution on Approval of the 2023 Audited Financial Statements and Documents for the 2024 Annual General Meeting of Shareholders (28th BOD Meeting)	5/5

9	02/NQ-HĐQT	21/06/2024	Resolution on the Election of the Chairman of the Board of Directors of the Corporation, Term 2024-2029	5/5
10	06/NQ-HĐQT	15/07/2024	Resolution of the 2nd BOD Meeting, held on July 10, 2024	5/5
11	13a/NQ-HĐQT	15/08/2024	Resolution on the implementation of two projects in the Kingdom of Cambodia.	5/5
12	15/NQ-HĐQT	20/08/2024	Resolution on Personnel Affairs.	5/5
13	18/NQ-HĐQT	30/08/2024	Resolution on approving the extension of the Credit Agreement with BIDV Bank – Ha Thanh Branch.	5/5
14	26/NQ-HĐQT	07/10/2024	Resolution of the 3rd BOD Meeting, held on October 4, 2024.	5/5
15	28/NQ-HĐQT	23/10/2024	Resolution on approving Credit Limits, collateral assets, and authorizing the General Director to sign Contracts and Documents related to loans and guarantee with Banks.	5/5
16	30/NQ-HĐQT	30/10/2024	Resolution on approving the implementation of divestment in companies as Part of the Corporation's Restructuring Plan for the Period 2021-2025.	5/5
17	31/NQ-HĐQT	15/11/2024	Resolution on the implementation of EPC01 Package: Design, Procurement of Materials and Equipment, Construction, and Installation for Nhon Hoi Economic Zone Water Supply System.	5/5
18	32/NQ-HĐQT	15/11/2024	Resolution on operation of the Corporation's construction sector.	5/5
19	37/NQ-HĐQT	09/12/2024	Resolution on Personnel Affairs.	5/5
20	39/NQ-HĐQT	25/12/2024	Resolution on approving the final settlement of the salary fund implemented in 2023 and the salary plan 2024	5/5
B	DECISION			
1	422/QĐ-HĐQT	19/02/2024	Decision on approving the adjustment of objectives and progress of the Investment Project for the VIWASEEN Corporation Office Building at 52 Quoc Tu Giam, Van Mieu, Dong Da, Hanoi.	5/5
2	424/QĐ-HĐQT	18/04/2024	Decision on establishment of the Organizing Committee for the 2024 Annual General Meeting of Shareholders of the Parent Company - the Corporation.	5/5
3	424a/QĐ-HĐQT	15/03/2024	Decision on approving the final settlement of investment capital for the project of Clean Water Treatment Plant for Deep CI and Deep CII Industrial Zones, Phase II, increasing capacity to 2500 m ³ /day.	5/5

4	439/QĐ-HĐQT	25/04/2024	Decision on approving the selection of contractors for Package No. 5 "Independent Audit Consultancy" under the Project for Investment of Clean Water Treatment Plant - Deep CI and Deep CII Industrial Zones, Phase II, increasing capacity to 10,000 m ³ /day.	5/5
5	441a/QĐ-HĐQT	04/05/2024	Decision on appointing the Representative of the Corporation's Capital Contribution and introducing candidate for a Member for the Board of Directors at VIWASEEN.11 Joint Stock Company, Term 2024-2029.	5/5
6	443/QĐ-HĐQT	06/05/2024	Decision on salary raising for the Corporation's Management (Mr. Le Minh Duc – Chairman of the Corporation's Board of Directors).	5/5
7	449/QĐ-HĐQT	17/05/2024	Decision on establishment of the Shareholder Eligibility Verification Committee for the 2024 Annual General Meeting of Shareholders.	5/5
8	04/QĐ-HĐQT	02/07/2024	Decision on sending Employees for an Overseas Business Trip (Mr. Truong Huy Hai, Ms. Bui Khanh Linh, Mr. Doan Vu Tien, Mr. Hoang Nguyen Hai) from July 23-26, 2024	5/5
9	08/QĐ-HĐQT	15/07/2024	Decision on assigning tasks to members of the Board of Directors, Term 2024-2029.	5/5
10	11/QĐ-HĐQT	24/07/2024	Decision on approving the selection result of the Auditor to audit the Corporation's Financial Reports in 2024.	5/5
11	16/QĐ-HĐQT	20/08/2024	Decision on approving the investment Plan for relocation of DEEPCI & DEEPCII Clean Water Treatment Plants at Dinh Vu Economic Zone, Hai Phong	5/5
12	19/QĐ-HĐQT	06/09/2024	Decision on appointing the Corporation's Capital Representative and introducing candidate for a Member for the Supervisory Board at Dai Viet Cast Iron Pipe Co., Ltd – WAHSIN.	5/5
13	40/QĐ-HĐQT	26/12/2024	Decision on termination of authorization of the Representative of the Corporation's capital contribution at VIWASEEN 3 Joint Stock Company (Mr. Nguyen Huu Hanh)	5/5
14	41/QĐ-HĐQT	26/12/2024	Decision on authorizing the Representative of the Corporation's capital contribution at VIWASEEN 3 Joint Stock Company (Mr. Luu Xuan Quang)	5/5

15	42/QĐ-HĐQT	31/12/2024	Decision on approving the investment policy for the project of construction and installation of raw water pipeline at Deep CI Industrial Park, Hai Phong city	5/5
----	------------	------------	---	-----

III. Board of Supervisors

1. Information about the Members of Board of Supervisors (BOS)

No.	Member of BOS	Position	The date becoming to be the member of the Board of Supervisors	The date ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1	Bui Khanh Linh	Head of the Board	22/06/2018		Master of International Accounting, Bachelor of International Business, Bachelor of Accounting
2	Nguyen Thi Ngoc Diep	Member	26/02/2021		Bachelor of Economics
3	Nguyen Sinh Kien	Member	25/06/2018	21/06/2024	Engineer in Construction Economics
4	Vu Thanh Cong	Member	21/06/2024		Bachelor of Foreign Languages, Bachelor of External Economics

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Bui Khanh Linh	04/04	100%	100%	
2	Nguyen Thi Ngoc Diep	04/04	100%	100%	
3	Nguyen Sinh Kien	02/04	50%	100%	Dismissed on June 21, 2024
4	Vu Thanh Cong	02/04	50%	100%	Appointed on June 21, 2024

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

Performing the functions, duties, and powers stipulated by the Law on Enterprises, the Charter of Organization and Operation of Vietnam Water and Environment

Investment Corporation - JSC, and the Supervisory Board's Operational Regulations, the Board of Supervisors has carried out the following activities:

- Monitored the implementation of the Corporation's business and investment plans.
- Supervised and evaluated the performance of the rights and obligations of the Board of Directors, the Executive Board, and other managerial personnel;
- Supervised and evaluated the effectiveness and compliance with the Corporation's internal regulations and protocols on risk management, governance, and prevention
- Examined and monitored the management activities of the Board of Directors and the Executive Board in implementing the Charter, Resolutions of the General Meeting of Shareholders (GMS), and internal regulations;
- Reviewed the legality, processes, and procedures for issuing resolutions and decisions by the Board of Directors and the Executive Board during the management process;
- Inspected financial and accounting activities; reviewed and audited the 2023 financial statements and the 2024 financial statements;
- Conducted regular meetings to evaluate the activities of the Board of Directors, the Executive Board, and the Corporation's business performance; provided feedback on draft charters and regulations; reviewed and verified documents submitted to the GMS;
- Attended meetings of the Board of Directors and the Corporation's executive regular meetings, providing opinions and recommendations to the Board of Directors and the Executive Board on corporate governance and management.

4. Coordination between the Board of Supervisors and the Board of Directors, Executive Board, and other managerial personnel:

The Board of Supervisors regularly collaborated with the Board of Directors, the Executive Board, and other management levels in performing its duties. During its operations, the Board of Supervisors received coordination and support from the Board of Directors, the Executive Board, and other managerial personnel. This included the provision of documents, records, and information by the Corporation's subsidiaries and units to ensure the Board could fulfill the tasks assigned by the GMS.

5. Other activities of the Board of Supervisors (if any): NONE

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/ dismissal of members of the Board of Management
1	Ngo Van Dung	07/12/1973	Electrical Engineer	25/06/2014
2	Truong Huy Hai	01/10/1971	Engineer of Water Supply, Sewerage, and Environmental Engineering	11/05/2023

3	Vu Doan Chung	24/11/1973	Master of Construction Engineering, Civil and Industrial Construction Engineering	15/08/2017
---	---------------	------------	---	------------

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Doan Vu Tien	16/06/1983	Master of Economics	23/05/2018

VI. The list of affiliated persons of the public company (Semi-annual report/annual report), and transactions involving related persons of the Corporation with the Corporation itself

1. The list of affiliated persons of the Company: **See the attachments for details**
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:

NONE

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power:

NONE

4. Transactions between the Company and other objects

4.1. Transactions between the Company and the company that its members of Board of Directors, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or Director (General Director) in the last three (03) years (calculated at the time of reporting)

NONE

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) as a member of Board of Directors, Director (General Director):

NONE

4.3. Other transactions of the Company (if any) that may bring material or non-material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director):

NONE

VII. Share transactions of internal persons and their affiliated persons in the year 2024:

NONE

VIII. Other significant issues:

NONE

Recipients:

- As above mentioned;
- BOD, BOS, GD;
- Authorized for Information Disclosure
- Filled at: Archives, Legal Affairs Dept. 7075

FOR THE BOARD OF DIRECTORS



Le Minh Duc

