

**BINH DUONG WATER – ENVIRONMENT
CORPORATION - JSC**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No: 11/CBTT-ĐK/2023

Thu Dau Mot, April 1, 2023

**DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES COMMISSION'S PORTAL AND
HOCHIMINH STOCK EXCHANGE'S PORTAL**

To:

- The State Securities Commission.
- HCM Stock Exchange.

- Name of organization: **BINH DUONG WATER – ENVIRONMENT CORPORATION - JSC**
- Stock code: **BWE**
- Add: No.11, Ngo Van Tri Str., Phu Loi Ward, Thu Dau Mot City, Binh Duong Province
- Tel: (+84) 2743824245 Fax: (+84) 2743897722
- Submitted by: *Mrs Duong Anh Thu*
Position: Head of Supervisory Board

Information disclosure type : Periodic Irregular 24 hours On demand

Content of Information disclosure (*):

+ Disclosure of information: Minutes and Resolution of the 2023 AGMS - Binh Duong Water – Environment Corporation – JSC.

+ This information was published on the company's website on April 1, 2023, as in the link: <http://www.biwase.com.vn>.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.

- *Attached documents/*

Documents on disclosed information /

Organization representative

Person authorized to disclose information

(Signature, full name, position, seal)



Duong Anh Thu

MINUTES

ANNUAL GENERAL MEETING OF SHAREHOLDERS –IN 2023 BINH DUONG WATER - ENVIRONMENT JSC.

GENERAL INFORMATION

Company's name	Binh Duong Water - Environment, JSC.
Address	No. 11, Ngo Van Tri St., Phu Loi Ward, Thu Dau Mot City, Binh Duong Province.
Certificate of Business Registration	3700145694, first issued on 07/02/2006, issued by the Department of Planning and Investment of Binh Duong province
Time	Started at 08:30 AM on March 31 st 2023 Ended at 11: 45 AM on March 31 st 2023
Venue:	Hall- Binh Duong Water - Environment JSC.
Program and content of the meeting	According to the Annual General Meeting of Shareholders Program – 2023- approved by the General Meeting of Shareholders (as attached to this Minutes)

PARTICIPANTS

Number of shareholders attending (including owners and authorized representatives)	91 shareholders, representing 150,699,446 shares, equivalent to 150,699,446 votes, accounting for 78.11% of the total votes of the Company.
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Pursuant to the Law on Enterprises and the Charter of organization and operation, the 2023 Annual General Meeting of Shareholders of Binh Duong Water-Environment JSC. is eligible to conduct. *Cương-Giám đốc Phòng Đầu tư*

MEETING DEVELOPMENTS

I. PROCEDURES FOR OPENING THE MEETING

- The Organizing Committee conducted registration of delegates to attend the meeting.

The Organizing Committee stated reasons, introduced the delegates attending the meeting.

- Ms. Duong Anh Thu - Head of the Supervisory Board - on behalf of the Organizing Committee reported results of verification of shareholders' eligibility to attend the meeting.

- The General Meeting voted for 100% of the voting shares to attend the General Meeting through the list of Presidium, Secretariat and Vote Counting Committee of the General Meeting presented by Ms. Duong Anh Thu, with the following contents.

• **Chair Committee**

- | | | | |
|----|----------------------|--|-------------|
| 1. | Mr. Nguyễn Văn Thiên | Board Chairman | Chairperson |
| 2. | Mr. Trần Chiến Công | Vice Board Chairman as
General Director | Member |
| 3. | Mr. Tạ Trọng Hiệp | Independent Board Director | Member |

• **The Secretary Committee**

1. Ms. Lê Ngọc Lan Thảo –Person in charge of Corporate Governance
2. Ms. Nguyễn Thị Hồng Hạnh –Member

• **Vote Counting Committee**

- | | | |
|----|------------------------|--------|
| 1. | Mr. Mai Song Hào | Head |
| 2. | Mr. Nguyễn Đức Bảo | Member |
| 3. | Mr. Nguyễn Phương Toàn | Member |
| 4. | Mr. Nguyễn Minh Tốt | Member |
| 5. | Ms. Phạm Thị Tuyết Mai | Member |
| 6. | Mr. Nguyễn Văn Bình | Member |

+ Approval of the Regulations, Programs and Voting Rules of the AGM.

100% of the voting shares unanimously approved the Regulations, Program and Voting Rules of the AGM presented by Mr. Tạ Trọng Hiệp - Independent Board Director.

II. REPORTS AND PROPOSALS AT THE MEETING

1. Mr. Nguyen Van Thien - Chairman - presented the Report of the BOD on governance, performance of the BOD in 2022 and the company's management plan and development orientation in 2023.
2. Mr. Tạ Trọng Hiệp - Independent Board Director - presented the Report on Performance Evaluation by Independent Board Directors in 2022.
3. Mr. Trần Chiến Công - General Director - presented the Report on production and business results in 2022 and the plan for 2023.

4. Mr. Tran Tan Duc - Chief Accountant - presented the Audited Summary Financial Statements for 2022.
5. Ms. Duong Anh Thu - Head of the Supervisory Board - presented the Supervisory Board's Activity Report in 2022.
6. Mr. Ta Trong Hiep - Independent Board Director-presented the Propoasl of dismissal and election of additional members of the Supervisory Board for the second term (2022-2027); Letter of Thu Dau Mot Water Joint Stock Company on the nomination of personnel to join the Supervisory Board of Binh Duong Water-Environment JSC. for the second term (2022-2027)
7. Mr. Tran Chien Cong - General Director - presented the proposals:
 - The allocation plan of profit after-tax and funds in 2022.
 - The allocation plan of profit after-tax and funds in 2023;
 - The plan to pay salaries and remuneration of the BOD, Supervisory Board and Secretary of the BOD in 2023;
 - Authorizing the BIWASE's BOD to select an independent audit firm for auditing the Company's 2023 financial statements;
 - Change the company's name and amend the company's Charter;
 - Change of Business Scope and Charter of the Company.
8. Mr. Nguyen Van Thien - Chairman - presented the Proposal on increasing charter capital by issuing shares to pay dividends of 2023 to existing shareholders.

III. EXCHANGE AND DISCUSSION

The GMS discussed the content of the reports and propals presented. The GMS highly agreed with all the contents presented and explained at the GMS and there were no other opinions.

IV. VOTE TO APPROVE THE CONTENTS

Total number of voting cards issued:91 cards representing 150,699,446 shares, equivalent to 150,699,446 voting shares, accounting for 100% of the total number of voting shares.

Total number of voting cards collected: 91 cards representing 150,699,446 shares, equivalent to 150,699,446 voting shares, accounting for 100% of the total number of voting shares at the meeting.

Total number of valid voting cards: 91 cards representing 150,699,446 shares, equivalent to 150,699,446 voting shares, accounting for 100% of the total number of voting shares at the meeting.

The total number of invalid voting cards 0 represents 0 shares, equivalent to 0 voting shares, accounting for 0% of the total number of voting shares at the meeting.

Approving the Report of the BOD on governance, performance of the BOD in 2022 and the Company's management plan and development orientation in 2023.

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

2. Approving the Evaluation Report on BOD's Performance in 2022 by Independent Board Directors

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

3. Approving the Report on Production and Business Results in 2022 and the Plan for 2023 with some main contents as follows:

I. Production and Business Results in 2022:

- Total revenue: VND 3,902
- Profit after tax: VND 682 billion
- Dividend: in cash at the rate of 13% of charter capital
- Water loss rate: 5%

II. Production and business plan in 2023:

- Total revenue: \geq VND 3,970 billion (including internal revenue)
- Profit after corporate income tax (CIT): VND 720 billion
- Water loss rate: stably remained with the rate as of 2022 (\leq 5%)
- Commercial water: \geq 186,000,000 m³
- The amount of garbage received and treated: increased \geq % compared with 2022.
- Amount of wastewater collected and treated: increased \geq % compared with 2022
- Clean water customers: increased to \geq 26,000 connections.
- Ensure implementation of key investment projects on schedule. Repair, maintain and procurement of equipment to ensure production and business plans.

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

4. Approving the Audited Summary Financial Statements for 2022

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

5. Approving the Supervisory Board's 2022 Operation Report:

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

6. Approving the Proposal of dismissal and election of additional members of the Supervisory Board for the second term (2022-2027). Thereby, dismissing the title of Supervisor for the term 2022-2027 to Ms. Tang To Van, Supervisor of the Company.

According to the Nomination Form No. 51A/CPN/TDM-HDQT dated 14/03/2023 of Thu Dau Mot Water JSC., which currently owns 37.42% of BIWASE's charter capital, Ms. Nguyen Thi Thu Trang is nominated to join the Supervisory Board for the second term (2022-2027)

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	149,893,746	791,700	14,000	99,47	Approved

7. Mr. Mai Song Hao - Head of the Vote Counting Committee - disseminated the election regulations. The GMS elected additional members of the Supervisory Board for the second term (2022-2027).

8. Approving the Proposal on the after-tax profit allocation plan in 2022:

The distribution of profit after tax and setting up of funds in 2022 according to the Resolution of the General Meeting of Shareholders in 2022, with the following targets:

1. Profit after CIT in 2022 : 681,623,012,779 VND.
2. Dividend distribution in 2022 in cash (13% Capital) : 250,796,000,000 VND.
3. Fund allocation : 354,443,966,645 VND.
 - *Development Investment Fund (35% profit after tax)* : 238,568,054,473 VND.
 - *Reward and welfare fund (14% profit after tax)* : 95,427,221,789 VND.
 - *Manager's bonus fund (3% profit after tax)* : 20,448,690,383 VND.
4. Undistributed profit after CIT in 2022 is carried forward to the next year : 76,383,046,134 VND.
5. The remaining undistributed profit after CIT in 2021 : 134,217,036,477 VND.
6. Total of the remaining undistributed profit : 210,600,082,611 VND.

Kết quả biểu quyết/Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

9. Approving the Proposal on the plan for distribution of after-tax profits and funds in 2023 as follows:

Profit after tax in 2023: \geq VND 720 trillion.

1. Dividend payment in 2023: in shares with a dividend payment of 14% per capital
2. Fund distribution:
 - a. Reward and welfare fund : 14% profit after tax
 - *Reward fund* : 13% profit after tax
 - *Welfare fund* : 1% profit after tax
 - b. Manager's Bonus Fund : 3% profit after tax
 - c. Development Investment Fund : \geq 35% profit after tax
3. The remaining undistributed profits will be carried forward to the next year.

- **Salary fund of employees and salary fund of leaders and managers directly operating the Company in 2023**

1. Employee's salary fund : 11% of Revenue.
2. Salary fund of the BOD, Supervisory Board and manager directly operating the Company : 0.3% of Revenue

Voting Results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

10. Approving the Proposal on salary and remuneration payment plan of the BOD, Supervisory Board and Secretary of the BOD in 2023 with the following amount:

Salary

- + *Full-time Chairman* : 01 person
- + *Full-time head of the Supervisory Board* : 01 person

Remuneration

- + *Part-time member of the BOD* : 06 persons
- + *Part-time member of the Supervisory Board* : 02 persons
- + *Secretary of the BOD* : 01 person

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

11. Approving the Proposal on authorizing BIWASE's BOD to select one of the three independent auditing firms namely below to performe the audit of the 2023 financial statements of Binh Duong Water and Environment Joint Stock Company, including: Deloitte Vietnam Co., Ltd.; or PwC Vietnam Co., Ltd.; or AASC Auditing Firm Co., Ltd.

Voting results:

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

12. Approving the Proposal on changing name and amending the Charter of the Company as follows:

Vietnamese current name: CÔNG TY CỔ PHẦN NƯỚC-MÔI TRƯỜNG BÌNH DƯƠNG

Adjust to:

Vietnamese name: CÔNG TY CP - TỔNG CÔNG TY NƯỚC - MÔI TRƯỜNG BÌNH DƯƠNG

Transaction name in English: BINH DUONG WATER – ENVIRONMENT CORPORATION
– JOINT STOCK COMPANY

Voting results

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

13. Approve the Proposal on changes in business scope and charters of Binh Duong Water and Environment Joint Stock Company - the seventh time.

Detailed amendments in the Proposal No. 12/TTr-HDQT dated 06/03/2023 and attached appendices

Voting results

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

14. Approving the Proposal of plan to issue shares for paying dividends in 2023 to existing shareholders at the rate of 14% (shareholders who own 100 shares will receive 14 new shares).

Some main content as follows

1. Content and form of release:

- Type of Issued Shares : Common Stocks
- Stock code : BWE
- Par value : 10,000 VND/share
- Total number of additional shares issued (planned) : 27,008,800 (Twenty-seven million, eight thousand eight hundred) shares
- Total value of additional shares issued at par value (planned) : VND 270,088,000,000 (Two hundred seventy billion and eighty-eight million dong)

- Charter capital (tentative) : VND 2,199,288,000,000 (Two thousand one hundred ninety-nine billion two hundred and eighty-eight million dong)

Details in the Proposal No. 19/TTr-HDQT dated 28/03/2023 attached.

Voting results

Total No. of voting votes	No. of agreeing votes	No. of disagreeing votes	No. of abstaining votes	Rate of agreeing votes (%)	Voting results
150,699,446	150,699,446	0	0	100	Approved

- The GMS listened to Mr. Mai Song Hao - Head of the Vote Counting Committee - report on the results of the vote counting for the election of additional members of the Supervisory Board for the second term (2022-2027). Thereby, Ms. Nguyen Thi Thu Trang was elected as the Company's Supervisor for the term 2022-2027.

V. APPROVING THE RESOLUTION AND CLOSING THE AGM

Mr. Nguyen Van Thien – Chairperson of the General Meeting - presented the draft Resolution of the AGM in 2023.

Shareholders attending the General Meeting voted to approve the Minutes and Resolution of the GMS with an approval rate of 100% of the total votes at the GMS.

The GMS assigns the BOD and the company’s legal representatives to carry out all procedures in accordance with related laws.

Minutes and Resolutions of the General Meeting are published on the Company's website: <http://www.biwase.com.vn>, chapter: Shareholder Relations

**ON BEHALF OF THE
SECRETARY COMMITTEE**

Lê Ngọc Lan Thảo

**ON BEHALF OF THE GMS
GMS' CHAIRPERSON**



Nguyễn Văn Thiên

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS –IN 2023
BINH DUONG WATER - ENVIRONMENT, JSC

THE GENERAL MEETING OF SHAREHOLDERS
OF BINH DUONG WATER - ENVIRONMENT, JSC.

- Pursuant to the Law on Enterprises No. 59 approved by the National Assembly of the Socialist Republic of Vietnam - 14th session, at the 9th session on 17/06/2020;
- Pursuant to the Articles of Association of Binh Duong Water-Environment, JSC;
- Pursuant to the Minutes of the 2023 AGM dated 31/03/2023 of Binh Duong Water-Environment, JSC;

RESOLVED TO:

Article 1. *Approve the Performance Reports of the BOD, the Executive Board and the Supervisory Board on the business operating results in 2022; Audited financial statements in 2022 and after-tax profit allocation plan in 2022 of Binh Duong Water-Environment 2 (BIWASE) JSC., with some basic indicators as follows:*

I. *Production & business results in 2022*

- Total revenue: VND 3,902 billion
- Profit after tax: VND 682 billion
- Water Loss Rate: 5%

I. *After-tax profit distribution plan in 2022*

The distribution of profit after tax and setting up of funds in 2022 according to the Resolution of the General Meeting of Shareholders in 2022, with the following targets:

- | | | |
|---|---|----------------------|
| 1. Profit after CIT in 2022 | : | 681,623,012,779 VND. |
| 2. Dividend distribution in 2022 in cash (13% Capital) | : | 250,796,000,000 VND. |
| 3. Fund allocation | : | 354,443,966,645 VND. |
| – <i>Development Investment Fund (35% profit after tax)</i> | : | 238,568,054,473 VND. |

- *Reward and welfare fund (14% profit after tax)* : 95,427,221,789 VND.
- *Manager's bonus fund (3% profit after tax)* : 20,448,690,383 VND.
- 4. Undistributed profit after CIT in 2022 is carried forward to the next year : 76,383,046,134 VND.
- 5. The remaining undistributed profit after CIT in 2021 : 134,217,036,477 VND.
- 6. Total of the remaining undistributed profit : 210,600,082,611 VND.

Article 2. *Approve the Evaluation Report on BOD's Performance in 2022 by Independent Board Directors presented at the General Meeting (attached the Report).*

Article 3. *Approve the orientation of the production and business plan in 2023 of Binh Duong Water - Environment, JSC., with the following main contents:*

I. Production and business plan in 2023:

- Total revenue: \geq VND 3,970 billion (including internal revenue)
- Profit after CIT: VND 720 billion.
- Water loss rate: stably remained as in 2022 ($< 5\%$)
- Commercial water: $\geq 186,000,000 \text{ m}^3$.
- Amount of garbage received and treated: increased by $\geq\%$ as in 2022.
- Amount of wastewater collected and treated: increased by $\geq\%$ as in 2022.
- Water supply customers: increased to $\geq 26,000$ connections.
- Ensure the implementation of key investment projects on schedule. Repair, maintain and procurement of equipment to ensure production and business plans.

II. The plan for allocation of after-tax profits in 2023:

Agree on the profit after tax distribution plan and setting up funds in 2023 with the following basic targets:

● **Distribution of profit after tax in 2023:**

Profit after tax in 2023: \geq VND 720 trillion.

1. Dividend payment in 2023: in shares (100%) with a dividend payment of 14% per capital
2. Fund distribution:

- a. Reward and welfare fund : 14% profit after tax
 - *Reward fund* : 13% profit after tax
 - *Welfare fund* : 1% profit after tax
- b. Manager's Bonus Fund : 3% profit after tax
- c. Development Investment Fund : $\geq 35\%$ profit after tax

3. The remaining undistributed profits will be carried forward to the next year.

● **Salary fund of employees and salary fund of leaders and managers directly operating the Company in 2023**

1. Employee's salary fund : 11% of Revenue.
2. Salary fund of the BOD, Supervisory Board and manager directly operating : 0.3% of Revenue

the Company

III. The plan of salary and remuneration payment for the BOD, Supervisory Board and Secretary of the BOD in 2024: in accordance with the related laws, with the specific number of members as follows:

Salary

- + Full-time Chairman : 01 person
- + Full-time head of the Supervisory Board : 01 person

Remuneration

- + Part-time member of the BOD : 06 persons
- + Part-time member of the Supervisory Board : 02 persons
- + Secretary of the BOD : 01 person

Article 4. Approve the plan to issue shares for paying dividends in 2023 to existing shareholders at the rate of 14% (shareholders who own 100 shares will receive 14 new shares).

1. Content and form of release:

- *Type of Issued Shares* : *Common Stocks*
- *Stock code* : *BWE*
- *Par value* : *10,000 VND/share*
- *Total number of additional shares issued (planned)* : *27,008,800 (Twenty-seven million, eight thousand eight hundred) shares*
- *Total value of additional shares issued at par value (planned)* : *VND 270,088,000,000 (Two hundred seventy billion and eighty-eight million dong)*
- *Charter capital (tentative) after successful issuance* : *VND 2,199,288,000,000 (Two thousand one hundred ninety-nine billion two hundred and eighty-eight million dong)*

Details in the Proposal No. 19/TTr-HDQT dated 28/03/2023 attached.

2. The GMS assigns and authorizes the BOD to decide on all matters related to the issuance of additional shares to existing shareholders to pay annual dividends 2023, registration, depository and registration of additional trading of shares to ensure the successful issuance of shares.

Article 5. Approve the dismissal and election of additional members of the Supervisory Board of Binh Duong Water-Environment Joint Stock Company for the second term (2022-2027) as follows:

Dismissal of the title of Supervisor for the term 2022-2027 for Ms. Tang To Van, Supervisor of the Company.

Electing Ms. Nguyen Thi Thu Trang to the Supervisory Board of Binh Duong Water-Environment Joint Stock Company for the second term (2022-2027). The term of office of the additionally elected Supervisor is the remaining time of the second term (2022-2027).

Article 6. Approve the Proposal to change the name and amend the Charter of the Company as follows:

Vietnamese current name: CÔNG TY CỔ PHẦN NƯỚC-MÔI TRƯỜNG BÌNH DƯƠNG

Adjust to:

Vietnamese name: CÔNG TY CP - TỔNG CÔNG TY NƯỚC - MÔI TRƯỜNG BÌNH DƯƠNG

Transaction name in English: BINH DUONG WATER – ENVIRONMENT CORPORATION – JOINT STOCK COMPANY

Article 7. Approve the Proposal on changes in business scope and charters of Binh Duong Water and Environment Joint Stock Company - the seventh time.

Detailed amendments in the Proposal No. 12/TTr-HDQT dated 06/03/2023 and attached appendices

Article 8. Approve the Proposal on authorizing BIWASE's BOD to select one of the three independent auditing firms namely below to perform the audit of the 2023 financial statements of Binh Duong Water and Environment Joint Stock Company, including: Deloitte Vietnam Co., Ltd.; or PwC Vietnam Co., Ltd.; or AASC Auditing Firm Co., Ltd.

Article 9. Enforcement Terms

1. The 2023 AGM assigns the BOD and the Supervisory Board to be responsible for organizing, directing, administering and monitoring the Executive Board's implementation in accordance with this Resolution's content, ensuring compliance with the provisions of related laws and BIWASE's Charter.
2. This Resolution was approved by the GMS of Binh Duong Water-Environment JSC. in its entirety at the 2023 Annual General Meeting of Shareholders and takes effect from March 31, 2023.

**ON BEHALF OF THE GMS
CHAIRPERSON**

Nguyen Van Thien