**SCY: Annual Corporate Governance Report 2023**

On January 20, 2022, Song Cam Shipbuilding Joint Stock Company announced Report No. 27/BC-SC on the corporate governance in 2023 as follows:

* Name of company: Song Cam Shipbuilding Joint Stock Company
* Head office address: Ngo Hung Village, An Hong Commune, An Duong District, Hai Phong City.
* Tel: 0 225.3525974; Fax: 0225.3525512
* Email: songcamship@songcam.vn
* Charter capital: VND 619,689,260,000
* Securities code: SCY
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager/Manager.
* Internal audit execution:
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 | Contents |
| **1** | 08/SC-NQ-DHDCD | April 14, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Semi-annual Report)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| 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 |
| Appointment date  | Dismissal date  |
| **1** | Le Van Hai | Chair of the Board of Directors | April 14, 2023 |  |
| **2** | Dam Quang Trung | Member of the Board of Directors | April 14, 2023 |  |
| **3** | Nguyen The Trung | Member of the Board of Directors | April 14, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No.  | Date | Content |
| 1 | 02/NQ-HDQT | January 06, 2023 | Meeting of the Board of Directors in Q1/2023 |
| 2 | 04/NQ-HDQT | January 06, 2023  | Approve the production and business results in 2022 and the production and business plan in 2023. |
| 3 | 06/NQ-HDQT | February 14, 2023 | Re-appoint Mr. Dam Quang Trung for the position of General Manager of the Company |
| 4 | 10/NQ-HDQT | April 14, 2023 | Elect the Chair of the Board of Directors in the term of 2023 - 2028 |
| 5 | 10.2/NQ-HDQT | April 25, 2023 | Meeting of the Board of Directors in Q2/2023 |
| 6 | 12/NQ-HDQT | April 27, 2023 | Merge the Electrical Appliance Workshop into the Pipe Workshop of the Company. |
| 7 | 14/NQ-HDQT | May 30, 2023 | Rename and reassign tasks for the Package Workshops of the Company. |
| 8 | 31/QD- HDQT | February 15, 2023 | Re-appoint Mr. Dam Quang Trung for the position of General Manager of the Company |
| 9 | 107/QD- HDQT | May 05, 2023 | Merge the Electrical Appliance Workshop into the Pipe Workshop of the Company. |
| 10 | 124/QD- HDQT | May 16, 2023 | Re-appoint Mr. Nguyen Huy Phuong to continue holding the position of person in charge of administration cum the company secretariat. |
| 11 | 128/QD- HDQT | May 31, 2023 | Rename and reassign tasks for the Package Workshops of the Company. |
| 12 | 16/NQ-HDQT | July 12, 2023 | Meeting of the Board of Directors in Q3/2023 |
| 13 | 18/NQ-HDQT | May 10, 2023 | Meeting of the Board of Directors in Q4/2023 |
| 14 | 20/NQ-HDQT | October 25, 2023 | Approve the transaction with the related parties |
| 15 | 21/QD- HDQT | October 26, 2023 | Consolidate the Asset Audit Committee of the Company. |
| 16 | 22/NQ-HDQT | November 07, 2023 | Approve the authorization voting plan for Damen-Song Cam Shipyard Co., LTD to borrow short-term loan.  |
| 17 | 182/QD- HDQT | July 18, 2023 | Approve the investment proposal to purchase 'Laser-CNC Cutting Machine' equipment for production purposes |
| 18 | 185/QD- HDQT | July 20, 2023 | Approve the plan to select contractors for several consultancy packages in the stage of preparation for investment in construction works. Material Warehouse |
| 19 | 192/QD- HDQT | July 25, 2023 | Approve shortened bidding results of Package: NKVT.01- Preparation of economic-technical reports on construction of materials warehouse |
| 20 | 217/QD- HDQT | September 11, 2023 | Approve shortened bidding results of Package: NKVT.02 - Design review of construction drawings and estimation of economic-technical report for the construction of the material warehouse. |
| 21 | 222/QD- HDQT | September 18, 2023 | Approve shortened bidding results of Package: Consultancy for the appraisal of the value of 'Laser-CNC Cutting Machine' equipment. |
| 22 | 232/QD- HDQT | October 04, 2023 | Approve shortened bidding results of Package: NKVT.06 - Examination of the bidding document, results of contractor selection through the national bidding system for the construction package of the Material Warehouse (category: Construction, installation of steel structure, walls, roof installation, roof drainage system, lightning protection for the house.) |
| 23 | 241/QD- HDQT | October 09, 2023 | Approve the electronic bidding documents for package: NKVT.09-Construction of the Material Warehouse (category: Construction, installation of steel structure, walls, roof installation, roof drainage system, lightning protection for the house. |
| 24 | 251/QD- HDQT | October 12, 2023 | Approve the investment estimate for the purchase of equipment: ‘01 Laser-CNC Cutting Machine' for production purposes of the Company. |
| 25 | 252/QD- HDQT | October 16, 2023 | Approve the plan to select a contractor for the investment in purchasing equipment: '01 Laser-CNC Cutting Machine' for production purposes of the Company |
| 26 | 262/QD- HDQT | October 26, 2023 | Approve to proceed with Package NKVT.10 - Construction of the Material Warehouse (Category: Processing and painting |
| 27 | 263/QD- HDQT | October 26, 2023 | Approve shortened bidding results of Package: NKVT.03-Topographic survey for the preparation and adjustment of the detailed planning with the rate of 1/500 of Song Cam Shipbuilding Joint Stock Company in An Hong, An Duong Ward |
| 28 | 264/QD- HDQT | October 26, 2023 | Approve shortened bidding results of Package: NKVT.04-Revision of detailed plan with the rate: 1/500 of Song Cam Shipbuilding Joint Stock Company in An Hong, An Duong Ward |
| 29 | 273/QD- HDQT | November 02, 2023 | Approve shortened bidding results of Package: NKVT.07- Construction supervision for the Material Warehouse Project. |
| 30 | 285/QD- HDQT | November 23, 2023 | Approve the contractor selection result for bidding package: TB.CNC.05-Purchase of equipment '01 Laser-CNC Cutting Machine'. |

1. The Supervisory Board/Audit Committee (Semi-annual/ Annual report)
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| **1** | Phan Thi Hien | Chief of the Supervisory Board | April 14, 2023  | Bachelor of Financial and Accounting |
| **2** | Phung Vu Loi | Member of the Supervisory Board | April 14, 2023 | Bachelor of Financial and Accounting |
| **3** | Pham Thi Minh Thuan | Member of the Supervisory Board | April 14, 2023 | Bachelor of Financial and Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth  | Qualification  | Appointment date |
| 1 | Dam Quang Trung | August 25, 1979 | Mechanical Engineer - NavalArchitecture | March 1, 2023 |
| 2 | Phan Dinh Luong | October 09, 1965 | Bachelor of Financial and Accounting | August 1, 2023 |
| 3 | Nguyen Duc Trieu | December 10, 1966 | Hull engineer | August 13, 2020 |
| 4 | Nguyen Ngoc Thanh | April 20, 1963 | Hull engineer | August 13, 2020 |
| 5 | Dang Minh Thinh | November 05, 1971 | Engineer of Ship Engine | June 30, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth  | Qualification  | Appointment date |
| Hoang Van Tung | December 11, 1981 | Bachelor of Financial and Accounting | August 14, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (semi-annual report) and transactions between affiliated persons 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, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company  | NSH No.\*, date of issue, place of issue  | Head office address/Contact address | Time of transaction  | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any | Content, quantity, total value of transaction | Note |
| **1** | Damen - SongCam Shipyard Co., LTD | Joint venture. |  |  |  |  | Goods sales and service provision: (Transaction value: VND 28,740,577,811) Revenue from sales and service provision: (Transaction value: VND 41,361,129,638) Transfer for for service payment: VND 280,770,787 |  |
| **2** | Shipbuilding Industry Corporation | Holding Company |  |  |  | 08/SC-NQ-DHDCD | Payment for dividends (Transaction value: VND 29,290,774,095) other transaction: VND 5,166,619,818. |  |
| **3** | Bach Dang Shipbuilding Company Limited | Same Corporation/Organization related to Mr. Nguyen The Trung is the member of Board of Directors |  |  |  | 08/SC-NQ-DHDCD | Payment for dividends (transaction value: VND 2,451,613,148) |  |
| **4** | Ha Long Shipbuilding One Member of Responsibility Company | Same Corporation |  |  |  |  | Transfer payment for services (transaction value: VND 20,732,800 revenue from goods sales and service provision (Transaction value: VND 11,952,500) |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company

None

1. Transactions between the Company and other entities
	1. Transactions between company and company that members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the executive Manager (General Manager) in the last three (03) years (as of the time of making the report): None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager).

None

* 1. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers.

None

1. Share transactions of PDMR and affiliated persons of PDMR (semi-annual report).
2. Company’s share transaction of PDMR and affiliated persons: None

IX. Other noticeable issues: None.