**S99: Annual Corporate Governance Report 2023**

On January 25, 2024, SCI Joint Stock Company announced Report No. 01/2024/BC-SCI-HDQT on corporate governance in 2023 as follows:

* Name of company: SCI JOINT STOCK COMPANY
* Head office address: 3rd floor, Block C, Golden Palace building, Me Tri, Nam Tu Liem, Hanoi
* Tel: (+84-24) 3768 4495 Fax: (+84-24) 3768 4490
* Email: [sci@scigroup.vn](mailto:sci@scigroup.vn)
* Charter capital: VND 939,973,690,000
* Securities code: S99
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors

Implementation of the internal audit function: Implemented

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 | No. 01/2023/NQ-SCI-DHDCD | April 21, 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 (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Cong Hung | Chair of the Board of Directors | April 27, 2015 |  |
| 2 | Mr. Nguyen Van Phuc | Member of the Board of Directors | April 29, 2016 |  |
| 3 | Mr. Doan The Anh | Member of the Board of Directors | December 24, 2015 |  |
| 4 | Mr. Ngo Vu An | Non-executive member of the Board of Directors | April 08, 2022 |  |
| 5 | Mr. Kim Manh Ha | Independent member of the Board of Directors | April 21, 2023 |  |
| 6 | Mr. Nguyen Trong Minh | Independent member of the Board of Directors | April 21, 2023 |  |
| 7 | Mr. Nguyen Viet Anh | Independent member of the Board of Directors | June 30, 2021 | April 21, 2023 |

1. Board Resolutions/ Board Decisions (semi-annual report)

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-SCI-HDQT | February 21, 2023 | Approve the organizational structure of SCI Joint Stock Company |
| 2 | 02/2022/NQ-SCI-HDQT | February 22, 2023 | Organize the Annual General Meeting of Shareholders 2023. |
| 3 | 03/2023/NQ-SCI-HDQT | March 25, 2023 | Approve the agenda and documents to serve the Annual General Meeting of Shareholders 2023 |
| 4 | 04/2023/NQ-SCI-HDQT | April 21, 2023 | Elect the Chair of the Board of Directors for the term of 2023-2027 |
| 5 | 05/2023/NQ-SCI-HDQT | April 21, 2023 | Approve the joint venture agreement and the contract in implementation off EPC bidding package: Design, provide, and install equipment and implement construction of Nam Mo 2 |
| 6 | 06/2023/NQ-SCI-HDQT | April 24, 2023 | Appoint members of the Audit Committee and elect the Chair of the Audit Committee for the term 2023-2027 |
| 7 | 07/2023/NQ-SCI-HDQT | April 24, 2023 | Approve the detailed plan on share issuance for dividend payment in accordance with the Annual General Meeting of Shareholders 2023. |
| 8 | 08/2023/NQ-SCI-HDQT | May 19, 2023 | Record lists of shareholders to exercise the rights of receiving dividends of 2022 by shares |
| 9 | 09/2023/QD-SCI-HDQT | May 25, 2023 | Terminate the operation of the Branch of Enterprise 1 - SCI Joint Stock Company |
| 10 | 10/2023/NQ-SCI-HDQT | June 14, 2023 | Select an audit company for the Financial Statements 2023 |
| 11 | 11/2023/NQ-SCI-HDQT | June 22, 2023 | Amend the Company Charter, change the certificate of securities registration and additional listing of issued shares to pay dividends 2022. |
| 12 | 12/2023/NQ-SCI-HDQT | July 21, 2023 | Approve the amended and supplemented Appendix 03 attached to Contract No. 14/2020/SCILC/NX-HDEPC dated April 1, 2020 on Design; Provide, install technological equipment and implement the construction of Nam Xe Hydropower Plant between SCI Lai Chau Joint Stock Company and SCI E&C Joint Stock Company. |
| 13 | 13/2023/NQ-SCI-HDQT | August 17, 2023 | Approve the relief of restrictions on share transfers. |
| 14 | 14/2023/NQ-SCI-HDQT | September 22, 2023 | Approve the plan on guarantee issuance at BIDV - Ha Dong Branch |
| 15 | 15/2023/NQ-SCI-HDQT | November 20, 2023 | Approve the contents of Appendix 03 - EPC Contract - Nam Lum 1 |
| 16 | 16/2023/NQ-SCI-HDQT | December 28, 2023 | On handling bad receivable debts |

1. The Audit Committee
2. Information about members of the Audit Committee: The Company appointed personnel of the Audit Committee according to the management structure to comply with new legal regulations on governance.

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| --- | --- | --- | --- | --- |
| No. | Members of Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Trong Minh | Chief of the Audit Committee | April 24, 2023 | Bachelor of Accounting. |
| 2 | Mr. Ngo Vu An | Member | April 24, 2023 | Construction engineer, Master of Business Administration |
| 3 | Mr. Kim Manh Ha | Member | April 24, 2023 | Irrigation Engineer, Master of Business Administration |
| 4 | Nguyen Viet Anh | Member | April 21, 2023 |  |

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 Executive Board |
| 1 | Mr. Nguyen Van Phuc | January 01, 1966 | Mechanical engineer | April 29, 2016 |
| 2 | Mr. Doan The Anh | February 26, 1978 | Construction Engineer | June 23, 2015 |
| 3 | Mr. Pham Van Nghia | November 18, 1975 | Irrigation Engineering Engineer | November 13, 2017 |
| 4 | Mr. Nguyen Van Do | November 24, 1979 | Construction Engineer, Bachelor in Economics | October 14, 2020 |
| 5 | Mr. Vu An Minh | July 08, 1976 | Hydroelectric engineer | December 01, 2020 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment /dismissal |
| 1 | Mr. Pham Duong Manh | June 27, 1987 | Bachelor of Finance and Accounting | October 01, 2019 |

1. Training on corporate governance:
2. List of affiliated persons of the public Company and transactions between the 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 and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relationship with the company | NSH\* No., date of issue, place of issue | Head office/Contact address | Time of transaction with the Company | 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 | SCI E&C Joint Stock Company | Subsidiary | 0500574676 issued on May 31, 2010 Place of issue: Hanoi Department of Planning and Investment | 3rd Floor, Tower C, Golden Palace building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi | from January 01, 2023 to December 31, 2023 |  | Revenue from office leasing SCI E&C Joint Stock Company, amount: | 2,168,393,741 |  |
| Revenue from providing electricity, water and service cost of SCI E&C Joint Stock Company, amount: | 285,428,978 |
| Revenue from renting motorbike and equipment of SCI E&C Joint Stock Company, amount: | 2,567,550,573 |
| Revenue from providing explosive materials to serve construction of SCI E&C Joint Stock Company, amount: | 7,453,548,871 |
| Revenue from supplying construction electricity at Nam Sam 3 Construction, amount: | 15,498,600,231 |  |
| Revenue from supplying construction electricity at Nam Mo 2 Construction, amount: | 111,152,581 |
| Purchase of services to serve for implementation of Nam San 3 Hydropower Plant, amount: | 1,074,198,660,038 |
| Purchase of services to serve for implementation of Nam Mo 2 Hydropower Plant, amount: | 35,496,929,160 |
| Purchase of services to serve for implementation of Nam Theun 1 Hydropower Plant, amount: | 85,834,158,239 |
| 2 | SCI Consulting Joint Stock Company | Subsidiary | 0107652061 issued on December 01, 2016 Place of issue: Hanoi Department of Planning and Investment | 3rd Floor, Tower C, Golden Palace building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi | from January 01, 2023 to December 31, 2023 |  | Revenue from office leasing and supplying electricity and water, allocating cost of repairing office, amount: | 2,105,779,349 |  |
| Repayment of principal to SCI Consulting Joint Stock Company, amount: | 17,000,000,000 |
| Revenue of Nam Mo 2 Project, amount: | 25,633,620,000 |
| Revenue of Nam San 3 Project, amount: | 5,038,442,973 |
| Loan interest paid to SCI Consulting Joint Stock Company, amount: | 190,438,356 |  |
| 3 | SCI Nghe An Joint Stock Company | Subsidiary | 2901147160 issued on January 13, 2021 at Nghe An Department of Planning and Investment | Huoi Tho Village, Huu Kiem Commune, Ky Son District, Nghe An Province | from January 01, 2023 to December 31, 2023 |  | Repay the loan principal to SCI Nghe An Joint Stock Company, amount: | 35,500,000,000 |  |
| Loan interest from SCI Nghe An Joint Stock Company, amount: | 1,703,835,617 |

Note: NSH Code\*: No. of ID Card/Passport (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal documents (for organizations)/NHS.

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

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| --- | --- | --- | --- |
| No. | Company name | Relations with the Company | Transaction content |
| 1 | SCI Lai Chau Joint Stock Company | Organization relevant with the related person of member of the Board of Directors - Manager | SCI Consulting Joint Stock Company provides construction supervision services for Nam Lum 1 Project; Nam Lum 2 Project and prepares feasibility research report of Nam Xe project, amount: VND 4,381,512,286  SCI Nghe An Joint Stock Company trains technical workers and production officers, amount: VND 135,909,091  SCI Nghe An Joint Stock Company lends: VND 14,000,000,000  SCI E&C Joint Stock Company provides implementation services for Nam Lum project, Nam Lum 2 project and Nam Xe project, amount: 233,982,956,477 |
| 2 | SCI Nghe An Joint Stock Company | Organization relevant with the related person of member of the Board of Directors | Estimated loan interest revenue of SCI Lai Chau Joint Stock Company VND 637,479,451 |
| 3 | SCI E&C Joint Stock Company | Organization relevant with the related person of member of the Board of Directors | SCI Consulting Joint Stock Company provides services for Nam Lum 1 project, Nam Lum 2 project and Nam Xe project, amount: VND 2,189,629,564  SCI Lai Chau Joint Stock Company provides electricity for SCI E&C Joint Stock Company, amount: VND 1,139,267,447  SCI Lai Chau Joint Stock Company provides goods and services: VND 788,058,432 |
| 4 | SCI Consulting Joint Stock Company | Organization relevant with the related person of member of the Board of Directors - Manager | SCI E&C Joint Stock Company provides construction and assembly services for Nam Mo 2 project and operates hydrological monitoring for Nam Sam 3 project, amount: VND 2,332,775,366 |

1. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting).

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| No. | Name of organization/individual | Securities trading account | Position at the Company | NSH No.\*, Date of issue, Place of issue | Head office/Contact address | Time of starting to be affiliated person | Time of ceasing to be affiliated person | Reason | Relations with the Company |
| 1 | SCI E&C Joint Stock Company |  |  | 0500574676 issued on May 31, 2010 Place of issue: Hanoi Department of Planning and Investment | 3rd Floor, Tower C, Golden Palace building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi | September 30, 2015 |  |  | Subsidiary |
| 2 | SCI Consulting Joint Stock Company |  |  | 0107652061 issued on December 01, 2016 Place of issue: Hanoi Department of Planning and Investment | 3rd Floor, Tower C, Golden Palace building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi | December 1, 2016 |  |  | Subsidiary |
| 3 | SCI Lai Chau Joint Stock Company |  |  | 6200085107 issued on October 26, 2015 at Lai Chau Department of Planning and Investment | Na Cung Village, Bang Lang Commune, Phong Tho District, Lai Chau Province | October 26, 2015 |  |  | Subsidiary |
| 4 | SCI Nghe An Joint Stock Company |  |  | 2901147160 issued on January 13, 2021 at Nghe An Department of Planning and Investment | Huoi Tho Village, Huu Kiem Commune, Ky Son District, Nghe An Province | November 05, 2015 |  |  | Subsidiary |

* 1. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board,

Manager (General Manager) and other managers: None

1. Share transactions between PDMR and affiliated persons of PDMR (Annual report)
2. Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Van Phuc | General Manager | 560,000 | 0.6% | 0 | 0% | Personal use |
| 2 | Doan The Anh | Deputy General Manager | 191,952 | 0.2% | 52 | 0.00% | Personal use |
| 3 | Pham Duong Manh | Chief Accountant | 243,000 | 0.26% | 0 | 0% | Personal use |
| 4 | Ngo Vu An | Member of the Board of Directors | 54,027 | 0.06% | 0 | 0% | Personal use |

IX. Other significant issues: