**SCI: Annual Corporate Governance Report 2023**

On January 26, 2024, SCI E&C Joint Stock Company announced Report No. .../CBTT-HCNS on the corporate governance in 2023 as follows:

* Name of company: SCI E&C Joint Stock Company
* Head office address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi
* Tel: 02433 868 243 Email: enc@scigroup.vn
* Charter capital: VND 254,098,470,000
* Securities code: SCI
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Manager and the Audit Committee under the Board of Directors.
* Internal audit execution: 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 | 01/2023/NQ- SCIEC-DHDCD | March 31, 2023 | Approve:   1. Approve the Report on production and business results in 2022 and the production and business plan for 2023; 2. Approve the Report on activities in 2022 and operating plan for 2023 of the Board of Directors; 3. Approve the Report on activities in 2022 of the Audit Committee; 4. Approve the Audited Financial Statements (Separate And Consolidated Financial Statements), profit distribution, and remuneration of the Board of Directors; 5. Approve the amendment and supplement to the Company's Charter on organization and operation; 6. Approve continuing to implement the capital mobilization plan to increase charter capital approved by the Annual General Meeting of Shareholders 2022; 7. Approve dismissing Mr. Nguyen Cong Hung and Mr. Nguyen Van Phuc as members of the Board of Directors for the term of 2020 - 2025; 8. Approve changing number of the Board of Directors and electing 1 additional member of the Board of Directors for the term of 2020 - 2025; 9. Approve authorizing the Board of Directors to decide on certain issues under the authority of the General Meeting of Shareholders. |

1. The Board of Directors (Annual Report 2023):
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 member/independent member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1 | Mr. Phan Thanh Hai | Chair of the Board of Directors | April 19, 2021 |  |
| 2 | Mr. Nguyen Cong Hung | Member of the Board of Directors | April 24, 2015 | March 31, 2023 |
| 3 | Mr. Nguyen Chinh Dai | Vice Chair of the Board of Directors | December 29, 2022 |  |
| 4 | Mr. Nguyen Van Phuc | Member of the Board of Directors | April 20, 2021 | August 22, 2022 |
| 5 | Mr. Nguyen Tai Son | Independent member of the Board of Directors | April 18, 2019 |  |
| 6 | Mr. Nguyen Quang Thien | Independent member of the Board of Directors | April 12, 2021 |  |
| 7 | Mr. Luu Manh Thanh | Member of the Board of Directors | August 22, 2022 |  |

1. Board Resolutions/Board Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01.2023.NQ.SCIEC.HDQT | January 31, 2023 | 230131 - 01.2023.NQ.SCIEC.HDQT - Company’s organizational structure |
| 2 | 02.2023.NQ.SCIEC.HDQT | January 31, 2023 | 230131 - 02.2023.NQ.SCIEC.HDQT - Diagram of division of duties of the Company's Board of Leaders |
| 3 | 02.1.2023.NQ.SCIEC.HDQT | January 31, 2023 | 230203 - 02.1.2023.NQ.SCIEC.HDQT - Liquidate 08 Howo vehicles, 01 pickup truck, 01 bulldozer |
| 4 | 03.2023.NQ.SCIEC.HDQT | February 07, 2023 | 230207 - 03.2023.NQ.SCIEC.HDQT - Approve the plan to organize the Annual General Meeting of Shareholders 2023 |
| 5 | 04.2023.NQ.SCIEC.HDQT | March 16, 2023 | 230316 - 04.2023.NQ.SCIEC.HDQT - Approve adjusting the plan on additional public offering to existing shareholders |
| 6 | 04.1.2023.NQ.SCIEC.HDQT | April 07, 2023 | 230407 - 04.1.2023.NQ.SCIEC.HDQT - Approve the investment project to improve construction equipment capacity in 2023 -1 |
| 7 | 05.2023.NQ.SCIEC.HDQT | April 17, 2023 | 230417 - 05.2023.NQ.SCIEC.HDQT - Approve adjusting the plan on additional public offering to existing shareholders - Replacing Resolution No. 04.2023 |
| 8 | 06.2023.NQ.SCIEC.HDQT | April 21, 2023 | 230421 - 06.2023NQ.SCIEC.HDQT - Approve the content of the Joint Venture Agreement and contract to implement the EPC Design package, supply, installation of equipment and construction of NM2 Hydropower Plant |
| 9 | 07.2023.NQ.SCIEC.HDQT | May 10, 2023 | 230510 - 07.2023NQ.SCIEC.HDQT - Approve adjusting the plan for using capital obtained from the offering and registration documents for additional public offering to existing shareholders |
| 10 | 08.2023.NQ.SCIEC.HDQT | May 15, 2023 | 230515 - 08.2023.NQ.SCIEC.HDQT - Dismiss Mr. Nguyen Cao Hai from the position of Deputy Manager of the Company |
| 11 | 09.2023.NQ.SCIEC.HDQT | May 15, 2023 | 230515 - 09.2023.NQ.SCIEC.HDQT - Appoint of Mr. Nguyen Chi Tuyen as the Deputy Manager of the Company. |
| 12 | 09.1.2023.NQ.SCIEC.HDQT | May 15, 2023 | 230515 - 09.1.2023.QD.SCIEC.HDQT - Assign tasks to the Company’s Board of Leaders |
| 13 | 09.2.2023.NQ.SCIEC.HDQT | May 23, 2023 | 230523 - 09 2.2023.QD.SCIEC.HDQT - Liquidate 01 stone and sand crushing plant line, manufactured in 2019 |
| 14 | 10.2023.NQ.SCIEC.HDQT | May 24, 2023 | 230524 - 10.2023.NQ.SCIEC.HDQT - Select an audit company for the Financial Statements 2023 |
| 15 | 10.1.2023.NQ.SCIEC.HDQT | June 08, 2023 | 230608 - 10.1.2023.NQ.SCIEC.HDQT - Approve the investment project to improve construction equipment capacity in 2023 -2 |
| 16 | 11.2023.NQ.SCIEC.HDQT | June 23, 2023 | 230623 - 11.2023.NQ.SCIEC.HDQT - Appoint Mr. Bui Chi Giang as the Company’s Deputy Manager |
| 17 | 11.1.2023.NQ.SCIEC.HDQT | June 29, 2023 | 230629 - 11.1.2023.NQ.SCIEC.HDQT - Approve the asset investment plan through Finance Leasing Company Limited - Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 18 | 12.2023.NQ.SCIEC.HDQT | July 12, 2023 | 230707 - 12.2023.NQ.SCIEC.HDQT - Approve the output implementation plan in 2023 and approve the loan plan at BIDV - Ha Dong Branch |
| 19 | 13.2023.QD.SCIEC.HDQT | July 12, 2023 | 230707 - 13.2023.QD.SCIEC.HDQT - Approve the output implementation plan in 2023 and approve the loan plan at BIDV - Ha Dong Branch |
| 20 | 14.2023.NQ.SCIEC.HDQT | July 12, 2023 | 230712 - 14.2023.NQ.SCIEC.HDQT - Approve the output implementation plan in 2023 and the loan plan at BIDV - Ha Dong Branch |
| 21 | 15.2023.NQ.SCIEC.HDQT | August 30, 2023 | 230830 - 15.2023.NQ.SCIEC.HDQT - Established Central Branch - SCI E&C Joint Stock Company |
| 22 | 16.2023.NQ.SCIEC.HDQT | August 30, 2023 | 230830 - 16.2023.NQ.SCIEC.HDQT - Appoint Mr. Nguyen Thanh Phong as the Manager of Central Branch - SCI E&C Joint Stock Company |
| 23 | 16A.2023.NQ.SCIEC.HDQT | October 01, 2023 | 230830 -16A.2023.NQ.SCIEC.HDQT - Approve the investment project to improve construction equipment capacity in 2023 -3 (Wheel loaders, concrete pumps) |
| 24 | 16.1.2023.NQ.SCIEC.HDQT | October 16, 2023 | 231016 - 16.1.2023.NQ.SCIEC.HDQT - Liquidate cars with license plate No. 29H36794, 29H41644, 29H41649, 29H41633, 29H42586, 29H42613 |
| 25 | 17.2023.NQ.SCIEC.HDQT | November 27, 2023 | 231127 - 17.2023.NQ.SCIEC.HDQT - Approve the investment project to improve construction equipment capacity in 2023 -3 (Tractor cars, semi-trailers with roofs) |
| 26 | 18.2023.NQ.SCIEC.HDQT | December 29, 2023 | 231229 - 18.2023.NQ.SCIEC.HDQT - Liquidate Pickup trucks 31F-5452 |

1. The Audit Committee (Annual Report 2023):

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| --- | --- | --- | --- | --- |
| No. | The Audit Committee | Position | Date of appointment as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Quang Thien | Chair of the Audit Committee | May 21, 2021 | Bachelor of Accounting |
| 2 | Mr. Nguyen Tai Son | Member of the Audit Committee | May 21, 2021 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Luu Minh Thanh (Manager) | July 25, 1991 | Construction Engineer | May 01, 2022 |
| 2 | Mr. Nguyen Cong Hoa (Deputy Manager) | December 26, 1980 | Construction Engineer | July 18, 2019 |
| 3 | Ms. Mai Thi Van Anh (Deputy Manager) | February 20, 1989 | Bachelor of Finance and Banking | May 01, 2022 |
| 4 | Mr. Nguyen Chi Tuyen (Deputy Manager) | October 23, 1983 | Hydraulic Engineer | May 15, 2023 |
| 5 | Mr. Bui Chi Giang (Deputy Manager) | October 23, 1981 | Irrigation Engineer | June 26, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Cao Lu Phi Hung | January 12, 1987 | Master of Finance and Accounting | June 01, 2020 |

1. Person in charge of corporate governance

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Cao Lu Phi Hung | January 12, 1987 | Master of Finance and Accounting | June 01, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report 2023) 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 and affiliated persons of PDMR.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | | Note |
| 1 | SCI Joint Stock Company | Holding Company | 0101405355 issued on December 28, 2007 by Hanoi Authority for Planning & Investment | 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi | To June 30, 2023 |  | Revenue from goods sales and services provision | 1,243,512,162,791 |  |
| Revenue from construction of Nam Sam 3 Hydropower Plant | 1,074,198,660,038 |  |
| Revenue from construction of Nam Mo 2 Hydropower Plant | 35,496,929,160 |  |
| Revenue from construction of Namtheun Hydropower Plant | 85,834,158,239 |  |
| Buy goods and services | 28,084,674,975 |  |
| Office rental fee | 2,168,393,741 |  |
| Electricity, water and office service fees | 285,428,978 |  |
| Rent vehicles, machinery and equipment for construction | 2,567,550,573 |  |
| Buy explosive materials for construction | 7,453,548,871 |  |
| Electricity expenses for construction at Nam Sam 3 Hydropower Plant | 15,498,600,231 |  |
| Electricity expenses for construction at Nam Mo 2 Hydropower Plant | 111,152,581 |  |
| 2 | SCI E&C Mien Bac One Member Limited Company | Subsidiary | 6200102708 issued on May 13, 2019 by Lai Chau Department of Planning and Investment | Na Cung Village, Bang Lang Commune, Phong Tho District, Lai Chau Province, Vietnam | To June 30, 2023 |  | None incurred | |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other entities
3. Transactions between the Company and companies where 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) for the past 3 years (as at the time of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contract address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | | Note |
| 1 | SCI Joint Stock Company | Holding Company | 0101405355 issued on December 28, 2007 by Hanoi Authority for Planning & Investment | 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi | To June 30, 2023 |  | Revenue from goods sales and services provision | 1,243,512,162,791 |  |
| Revenue from construction of Nam Sam 3 Hydropower Plant | 1,122,181,075,392 |  |
| Revenue from construction of Nam Mo 2 Hydropower Plant | 35,496,929,160 |  |
| Revenue from construction of Namtheun Hydropower Plant | 85,834,158,239 |  |
| Buy goods and services | 28,084,674,975 |  |
| Office rental fee | 2,168,393,741 |  |
| Electricity, water and housekeeping service fees | 285,428,978 |  |
| Rent vehicles, machinery and equipment for construction | 2,567,550,573 |  |
| Buy explosive materials for construction | 7,453,548,871 |  |
| Electricity expenses for construction at Nam Sam 3 Hydropower Plant | 15,498,600,231 |  |
|  |  |  |  |  |  |  | Electricity expenses for construction at Nam Mo 2 Hydropower Plant | 111,152,581 |  |
| 2 | Nghe An SCI Joint Stock Company | Affiliated organization of PDMR | 2901147160 issued on December 01, 2009 by Nghe An Department of Planning and Investment | Huoi Tho Village, Huu Kiem Commune, Ky Son District, Nghe An Province | To June 30, 2023 |  | None incurred |  |  |
| 3 | Lai Chau SCI Joinstock Company | Affiliated organization of PDMR | 6200085107 issued on October 26, 2015 by Lai Chau Department of Planning and Investment | Na Cung Village, Bang Lang Commune, Phong Tho District, Lai Chau Province | To June 30, 2023 |  | Revenue from goods sales and services provision | 233,982,956,477 |  |
| Revenue from construction of Nam Xe Hydropower Plant | 207,063,666,238 |  |
| Revenue from construction of Nam Lum 2 Hydropower Plant | 8,462,377,482 |  |
| Revenue from construction of Nam Lum 1 Hydropower Plant | 18,239,325,715 |  |
| Revenue from repairing Nam Lum 1 Hydropower Plant | 217,587,042 |  |
| Buy goods and services | 1,148,725,418 |  |
| Electricity expenses and operating management expenses at Nam Xe Hydropower Plant | 771,730,647 |  |
| Electricity expenses and operating management expenses at Nam Lum Hydropower Plant | 376,994,771 |  |
| 4 | SCI Consulting Joint Stock Company | Affiliated organization of PDMR | 0107652061 issued on December 01, 2016 by Hanoi Authority for Planning & Investment |  | To June 30, 2023 |  | Revenue from goods sales and services provision | 2,332,775,366 |  |
|  | Revenue from construction of prefabricated houses at Nam Mo 2 Hydropower Plant | 1,500,000,000 |  |
|  | Revenue from operating monitoring stations | 831,000,000 |  |
|  | Revenue from supplies | 1,775,366 |  |
|  | Buy goods and services | 2,189,629,564 |  |
|  | Consulting and design of Nam Xe Hydropower Plant | 1,585,591,447 |  |
|  | Consulting and design of Nam Lum 1 Hydropower Plant | 204,616,096 |  |
|  | Consulting and design of Nam Lum 2 Hydropower Plant | 399,422,021 |  |

1. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager).

None

1. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None
2. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
3. Company’s share transactions of PDMR and affiliated persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Mai Thi Van Anh | Deputy Manager | 14,800 | 0.06% | 0 | 0% | Retail transactions |
| 2 | Nguyen Van Hung | Member of the Audit Committee | 13,600 | 0.05% | 5,000 | 0.02% | Retail transactions |

1. Other significant issues: None.