

No.: 01/2025/NQ-SCI-DHĐCĐ

Hanoi, April 10, 2025

## RESOLUTION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### Pursuant to:

- *The Enterprise Law No. 59/2020/QH14, dated June 17, 2020, and the guiding documents for implementation;*
- *The Charter on the Organization and Operations of SCI Joint Stock Company;*
- *The Minutes of the 2025 Annual General Meeting of Shareholders of SCI Joint Stock Company on April 10, 2025.*

## RESOLUTION

**Article 1:** Approval of the list of Presidium, the Vote Counting Committee, the Meeting Agenda, the Regulations on organizing and working of the Meeting and the Election Regulations of the General Meeting.

**Article 2:** Approval of the General Director's report on the business performance in 2024 and the 2025 business plan as outlined in Proposal No. **01/2025/TTr-SCI-HĐQT**.

**Article 3:** Approval of the Board of Directors' report on activities in 2024 and the plan for 2025 as outlined in Proposal No. **02/2025/TTr-SCI-HĐQT**.

**Article 4:** Approval of the Audit Committee's report on activities in 2024 and the plan for 2025 as outlined in Proposal No. **03/2025/TTr-SCI-HĐQT**.

**Article 5:** Approval of the Separate Financial Statements and Consolidated Financial Statements for 2024, audited as outlined in Proposal No. **04/2025/TTr-SCI-HĐQT**.

**Article 6:** Approval of the profit distribution plan for 2024, as outlined in Proposal No. **05/2025/TTr-SCI-HĐQT**.

**Article 07:** Approval of the Board of Directors' remuneration for 2024 and the Board of Directors' remuneration estimate for 2025, as outlined in Proposal No. **06/2025/TTr-SCI-HĐQT**.

**Article 08:** Approval of the plan for a additional public offering to existing shareholders as outlined in Proposal No. **07/2025/TTr-SCI-HĐQT**.

**Article 9:** Approval of the the issuance of bonus shares under the employee stock option program as outlined in Proposal No. **08/2025/TTr-SCI-HĐQT**.

**Article 10:** Approval of the policy to issue bonus shares under an employee stock ownership plan as outlined in Proposal No. **09/2025/TTr-SCI-HĐQT**.



**Article 11:** Approval of various matters within the authority of the AGM as outlined in Proposal No. **10/2025/TTr-SCI-HĐQT**.

**Article 12:** Approval of the dismissal of BOD members and the election of additional BOD members for the 2023–2027 term as follows:

- Approval of the dismissal of Mr. Ngo Vu An from his position as BOD member effective April 10, 2025, immediately after the Minutes and Resolution of the 2025 AGM are approved.

- Based on the election results, Mr. Nguyen Anh Huy has been elected as a BOD member at the 2025 AGM of the Company, effective immediately after the Minutes and Resolution of the 2025 AGM are approved. The term of Mr. Nguyen Anh as a BOD member will last for the remaining time of the 2023–2027 term.

**Article 13:** The resolution is effective from the date of signing, and the BOD, Executive Board, and relevant departments are responsible for implementing this resolution.

**CC:**

- *As per Article 13;*
- *Information Disclosure;*
- *Board of Directors' records.*

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRPERSON**

A red circular stamp of the company SCI. The outer ring contains the text "M.S.D.N: 0101405355-C.T.C.P" at the top and "Đ. NAM TỬ LIÊM - T.P HÀ NỘI" at the bottom, separated by stars. The center of the stamp contains the text "CÔNG TY CỔ PHẦN" and "SCI" in a larger font. A black ink signature is written over the stamp.

**NGUYEN CONG HUNG**



*Hanoi, April 10, 2025*

**MINUTES OF MEETING**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**SCI JOINT STOCK COMPANY**

**A. Company Name, Time, Location, and Participants of the Meeting:**

1) Company Name: SCI Joint Stock Company ("Company" or "SCI")

Company Headquarters: 3rd Floor, Tower C, Golden Palace Building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam.

Enterprise Number: 0101405355.

2) Time: 09:30 AM, April 10, 2025.

3) Location:

- The Annual General Shareholders' Meeting ("AGM") of 2025 is conducted online with electronic voting. Shareholders or their authorized representatives can participate in the online AGM and vote electronically from any location, following the Company's instructions.
- Venue for the Chairperson, Presidium, and Organizing Committee: Floor 3, Tower C, Golden Palace Building, Me Tri Road, Me Tri Ward, Nam Tu Liem District, Hanoi City.

4) Participants:

- Shareholders listed in the shareholder register as of March 5, 2025, as recorded by the Vietnam Securities Depository and Clearing Corporation (VSDC), who are eligible to attend the 2025 Annual General Meeting of Shareholders.
- Board of Directors of SCI Joint Stock Company.
- Audit Committee.
- Executive Board of the Company.

**B. Meeting Agenda:**

**I. Opening and Report on Shareholder Eligibility Verification**

1. Mr. Nguyen Anh Cuong, representing the Organizing Committee, announced the agenda and introduced the delegates.
2. Mr. Nguyen Thanh Tung, representing the shareholder eligibility verification committee, reported the results of the procedures for convening the AGM and verifying the eligibility of shareholders participating in the 2025 Annual General Shareholders' Meeting as follows:



As of 09:30 AM on April 10, 2025, there were 46 shareholders and proxy holders attending the meeting, representing **67.918.033** shares, which account for **68,5111%** of the total voting shares of SCI Joint Stock Company.

Based on the Law on Enterprises and the Company's Charter, the 2025 Annual General Meeting of SCI Joint Stock Company is valid and legally meets the conditions to proceed.

## **II. Introduction of the Presidium and Vote Counting Committee; Approval of the Presidium and Vote Counting Committee, the Meeting Agenda and Regulations; Election Regulations; Introduction of the Meeting Secretary Team**

1. Mr. Nguyen Anh Cuong, on behalf of the Organizing Committee, introduced the presidium of the meeting as follows:

- Mr. Nguyen Cong Hung                      - Chairman of the Board of Directors – Chairperson of the Meeting
- Mr. Nguyen Van Phuc                      - Member of the Presidium
- Mr. Phan Duong Manh                      - Member of the Presidium

2. Introduction of the Vote Counting Committee, including the following members:

- Mr. Nguyen Thanh Tung                      - Head of the Vote Counting Committee
- Mr. Quan Thanh Son                      - Member of the Vote Counting Committee
- Mr. Nguyen Anh Cuong                      - Member of the Vote Counting Committee

3. Mr. Nguyen Anh Cuong, on behalf of the Organizing Committee, presented the Meeting Agenda, the Regulations on organizing and working of the Meeting, and the Election Regulations (as attached to this Meeting Minutes).

The voting results through the electronic voting method for the approval of the Presidium list, Vote Counting Committee list, Meeting Agenda, and the Working Regulations of the Meeting, Election Regulations are as follows:

- Total ballots issued: **47** represent for: **67.948.433** voting, account for: **100%** on total number of votes of attendees attended.
- Total ballots collected: **44** represent for: **67.917.197** votes, account for: **99,9540%** on total number of votes of attendees attended.
- Total ballots uncollected: **3** represent for: **31.236** votes, account for **0,0460%** on total number of votes of attendees attended.

No.	Content to be approved	Votes and Proportion of Total Shareholder Votes				
		Valid	Invalid	Approve	Disapprove	Abstain
1	List of the Presidium	<b>67.917.197</b>	<b>0</b>	<b>67.917.197</b>	<b>0</b>	<b>0</b>
		100%	0%	100%	0%	0%



No.	Content to be approved	Votes and Proportion of Total Shareholder Votes				
		Valid	Invalid	Approve	Disapprove	Abstain
2	List of Vote Counting Committee	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%
3	Meeting Agenda	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%
4	Regulations on organizing and working of the Meeting	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%
5	Election Regulations	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%

Mr. Nguyen Cong Hung – the Chairperson of the Meeting, introduced the Secretariat for the meeting, which includes the following members:

The Secretariat of the Meeting consists of:

- Mr. Nguyen Duc Duy                      - Head of the Secretariat
- Ms. Nguyen Phuong Tu Uyen       - Member of the Secretariat

### III. Presentation of Reports.

1. Mr. Nguyen Van Phuc – Member of the Board of Directors – General Director, presented the report on the Business performance for 2024 and the business plan for 2025.
2. Mr. Nguyen Cong Hung – Chairman of the Board of Directors presented the Board of Directors' report on the company's performance in 2024 and the strategic direction for 2025.
3. Mr. Ngo Vu An – Member of the Board of Directors – Member of the Audit Committee presented the Audit Committee's report on the activities in 2024 and the plan for 2025.

### IV. Presentation of Proposals to the General Meeting:

Mr. Phan Duong Manh – Chief Accountant presented the following proposals for the AGM to approve:

- **CONTENT 01:** Proposal No. 01/2025/TTr-SCI-HĐQT for approval of the General Director's report on 2024 business results and the 2025 business plan of the Company.
- **CONTENT 02:** Proposal No. 02/2025/TTr-SCI-HĐQT for approval of the Board of Directors' report on performance in 2024 and the orientation for 2025.
- **CONTENT 03:** Proposal No. 03/2025/TTr-SCI-HĐQT for approval of the Audit Committee's report on activities in 2024 and the plan for 2025.
- **CONTENT 04:** Proposal No. 04/2025/TTr-SCI-HĐQT for approval of the audited Separate and Consolidated Financial Statements for 2024.
- **CONTENT 05:** Proposal No. 05/2025/TTr-SCI-HĐQT to approve the profit distribution plan for 2024.
- **CONTENT 06:** Proposal No. 06/2025/TTr-SCI-HĐQT for approval of remuneration payments for the Board of Directors in 2024 and the remuneration budget for 2025.
- **CONTENT 07:** Proposal No. 07/2025/TTr-SCI-HĐQT for approval of the plan to issue shares for dividend payment in 2024.
- **CONTENT 08:** Proposal No. 08/2025/TTr-SCI-HĐQT for approval of the plan to offer additional shares to existing shareholders.
- **CONTENT 09:** Proposal No. 09/2025/TTr-SCI-HĐQT for approval of the policy on bonus share issuance under the employee stock ownership plan (ESOP).
- **CONTENT 10:** Proposal No. 10/2025/TTr-SCI-HĐQT for approval of other matters under the authority of the General Meeting of Shareholders.
- **CONTENT 11:** Proposal No. 11/2025/TTr-SCI-HĐQT for approval of the dismissal and additional election of members of the Board of Directors for the 2023–2027 term.

#### **V. Discussion and Contribution of Ideas on the Contents of the Reports and Proposals Presented at the General Meeting:**

The General Meeting discussed the contents of the presented reports and proposals with high consensus from the attending shareholders. Shareholders raised questions to the Presidium regarding the company's management and future development directions. The Presidium responded to shareholders' questions and concerns. Any unresolved questions due to time constraints will be answered by the Presidium and sent directly to shareholders after the Meeting.

#### **VI. Report on Voting Results for the Reports, Proposals, and the Election of Additional Members to the Board of Directors for the 2023-2027 Term.**



**1. The voting results for the reports and proposals are as follows:**

- Total ballots issued: **47** represent for: **67.948.433** voting, account for: **100%** on total number of votes of attendees attended.
- Total ballots collected: **44** represent for: **67.917.197** votes, account for: **99,9540%** on total number of votes of attendees attended.
- Total ballots uncollected: **3** represent for: **31.236** votes, account for **0,0460%** on total number of votes of attendees attended.

Based on the reports, proposals, and discussions, the AGM proceeded to vote (via electronic voting) on the following items:

No .	Content to be approved	Votes and Proportion of Total Shareholder Votes				
		Valid	Invalid	Approve	Disapprove	Abstain
1	<b>Proposal No. 01:</b> Approval of the General Director's report on 2024 business results and the 2025 business plan of the Company.	<b>67.917.197</b>	<b>0</b>	<b>67.917.197</b>	<b>0</b>	<b>0</b>
		100%	0%	100%	0%	0%
2	<b>Proposal No. 02:</b> Approval of the Board of Directors' report on activities in 2024 and plan for 2025	<b>67.917.197</b>	<b>0</b>	<b>67.917.197</b>	<b>0</b>	<b>0</b>
		100%	0%	100%	0%	0%
3	<b>Proposal No. 03:</b> Approval of the Audit Committee's report on activities in 2024 and plan for 2025	<b>67.917.197</b>	<b>0</b>	<b>67.917.197</b>	<b>0</b>	<b>0</b>
		100%	0%	100%	0%	0%
4	<b>Proposal No. 04:</b> Approval of the separate and consolidated financial statements audited for 2024.	<b>67.917.197</b>	<b>0</b>	<b>67.917.197</b>	<b>0</b>	<b>0</b>
		100%	0%	100%	0%	0%
5	<b>Proposal No. 05:</b> Approval of the profit distribution plan for 2024	<b>67.917.197</b>	<b>0</b>	<b>67.753.257</b>	<b>0</b>	<b>163.940</b>
		100%	0%	99,7586%	0%	0,2414%

No .	Content to be approved	Votes and Proportion of Total Shareholder Votes				
		Valid	Invalid	Approve	Disapprove	Abstain
6	<b>Proposal No. 06:</b> Approval of the the Board of Directors' remuneration for 2024 and the Board of Directors' remuneration estimate for 2025.	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%
8	<b>Proposal No. 07:</b> Approval of the plan for issuing shares to pay dividends for 2024.	67.917.197	0	67.753.257	0	163.940
		100%	0%	99,7586%	0%	0,2414%
9	<b>Proposal No. 08:</b> Approval of the plan for a additional public offering to existing shareholders.	67.917.197	0	67.753.257	0	163.940
		100%	0%	99,7586%	0%	0,2414%
10	<b>Proposal No. 09:</b> Approval of the issuance of bonus shares under the employee stock option program.	67.917.197	0	67.753.257	0	163.940
		100%	0%	99,7586%	0%	0,2414%
11	<b>Proposal No. 10:</b> Approval of various matters within the authority of the AGM of Shareholders.	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%
12	<b>Proposal No. 11:</b> Approval of the dismissal and additional election of members of the Board of Directors for the 2023–2027 term.	67.917.197	0	67.917.197	0	0
		100%	0%	100%	0%	0%



## 2. Election Results:

Based on the personnel nominated by the major shareholder group for the additional election of members to the Board of Directors for the 2023-2027 term, the AGM conducted the voting as follows:

- Total ballots issued: **47** represent for: **67.948.433** voting, account for: **100%** on total number of votes of attendees attended.
- Total ballots collected: **44** represent for: **67.917.197** votes, account for: **99,9540%** on total number of votes of attendees attended.
- Total ballots uncollected: **3** represent for: **31.236** votes, account for **0,0460%** on total number of votes of attendees attended.

No.	Candidate's name	Number of Votes	Percentage (Number of Votes / Total Number of Votes from Participating Shareholders) %
1	NGUYEN ANH HUY	67.917.197	100%

Thus, with the election results above, Mr. Nguyen Anh Huy has been elected to the Board of Directors for the 2023-2027 term of the Company. Mr. Nguyen Anh Huy's term will be the remaining period of the 2023-2027 term.

## VII. Approval of the Minutes and Resolutions of the Annual General Meeting of Shareholders 2025:

1. Mr. Nguyen Duc Duy – Head of the Secretary Board presented to the AGM the Draft Minutes of the Annual General Meeting of Shareholders 2025 and the Draft Resolutions of the Annual General Meeting of Shareholders 2025 of SCI Joint Stock Company.
2. The AGM proceeded to vote electronically on the contents of the Minutes and Resolutions of the Annual General Meeting.

The results are as follows:

- Total ballots issued: **47** represent for: **67.948.433** voting, account for: **100%** on total number of votes of attendees attended.
- Total ballots collected: **44** represent for: **67.917.197** votes, account for: **99,9540%** on total number of votes of attendees attended.
- Total ballots uncollected: **3** represent for: **31.236** votes, account for **0,0460%** on total number of votes of attendees attended.

No.	Content to be approved	Votes and Proportion of Total Shareholder Votes				
		Valid	Invalid	Approve	Disapprove	Abstain
1	Minutes and Resolutions of	67.917.197	0	67.917.197	0	0

the Annual General Meeting of Shareholders 2025	100%	0%	100%	0%	0%
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Thus, with the above approval rate at the AGM, the Minutes and Resolutions of the Annual General Meeting of Shareholders 2025 of SCI Joint Stock Company have been approved.

#### VIII. Closing of the General Meeting

Mr. Nguyen Cong Hung declared the closing of the meeting. The Annual General Meeting of Shareholders 2025 of SCI Joint Stock Company was adjourned at 12h15' on April 10, 2025.

**ON BEHALF OF THE  
SECRETARIAT**



**Nguyen Duc Duy**

**CHAIRPERSON OF THE  
GENERAL MEETING**



**Nguyen Cong Hung**





**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Nam Tu Liem District, Hanoi

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| Website : www.sci group.vn

**AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS****Time:** 9:30 a.m., Thursday, April 10, 2025

**Location:** The 2025 Annual General Meeting of Shareholders will be held in the form of online meetings and electronic voting. Shareholders or authorized persons can participate in the online General Meeting at any location with an Internet connection. The meeting point of the Chairman, the Presidium, and the Organizing Committee of the General Meeting (operation location): 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Nam Tu Liem District, Hanoi.

TT	Time	Content
<b>I</b>	<b>Procedures for conducting the Congress:</b>	
1	07:45' - 09:30	Instructions for shareholders to attend the online General Meeting and vote electronically
<b>II</b>	<b>Content of the Congress</b>	
2	09h30 - 09h47'	<ul style="list-style-type: none"> <li>- Report on the results of the qualification test of delegates, Opening of the congress.</li> <li>- Introduce and approve the list of Presidium, chair; Vote counting committee.</li> <li>- Through the Congress program; Congress working regulations</li> </ul>
3	09h47' - 11h08'	<p>CEO's report on 2024 business results and 2025 business plan.</p> <p>Board of Directors' report on 2024 performance and 2025 plan.</p> <p>Report of the Inspection Committee on 2024 performance results and 2025 plan.</p> <p><b>ND 01:</b> Submission 01/2025/TTr-SCI-HĐQT Approval of the General Director's report on 2024 business results and 2025 business plan.</p> <p><b>ND 02:</b> Submission 02/2025/TTr-SCI-HĐQT Approval of the Board of Directors' report on 2024 performance results and 2025 plan.</p> <p><b>ND 03:</b> Submission 03/2025/TTr-SCI-HĐQT Approval of the Audit Committee's report on 2024 performance results and 2025 plan.</p> <p><b>ND 04:</b> Submission 04/2025/TTr-SCI-HĐQT through the audited Separate Financial Statements and Consolidated Financial Statements for 2024.</p> <p><b>ND 05:</b> Submission 05/2025/TTr-SCI-HĐQT Approval of the 2024 profit distribution plan.</p> <p><b>ND 06:</b> Submission 06/2025/TTr-SCI-HĐQT Approval of the Board of Directors' remuneration for 2024 and the Board of Directors' remuneration estimate for 2025.</p> <p><b>ND 07:</b> Document 07/2025/TTr-SCI-HĐQT approving the plan to issue shares to pay dividends in 2024 .</p>

TT	Time	Content
		<b>Resolution 08:</b> Document 08/2025/TTr-SCI-HĐQT approving the plan to offer additional shares to the public to existing shareholders.
		<b>Resolution 09:</b> Document 09/2025/TTr-SCI-HĐQT approving the policy of issuing bonus shares under the employee stock option program.
		<b>ND 10 :</b> Submission 10/2025/TTr-SCI-HĐQT through a number of contents under the authority of the General Meeting of Shareholders.
		<b>ND11:</b> Document No. 11/2025/TTr-SCI-HĐQT approving the dismissal of members of the Board of Directors and the election of additional members of the Board of Directors for the 2023 - 2027 term.
4	11h08' - 11h38'	Discussion of Reports and Submissions Vote to approve the contents of the Congress. Electing additional members of the Board of Directors for the 2023 - 2027 term
5	11h38' - 11h48'	Take a break
6	11h48' - 12h00	Report on election results and voting results of the Congress
7	12h00 - 12h15	Approval of the Minutes and Resolutions of the Congress
		Closing of the Congress



Hanoi, April 10<sup>th</sup>, 2025.

## REPORT OF THE GENERAL DIRECTOR ON THE COMPANY'S ACTIVITIES IN 2024 AND PLAN ACTIVITIES IN 2025.

### To : GENERAL MEETING OF SHAREHOLDERS

Pursuant to Resolution No. 01/2024/NQ-SCI-ĐHĐCĐ dated April 29, 2024 of the 2024 Annual General Meeting of Shareholders. The Board of Directors of SCI Joint Stock Company would like to report to the 2025 Annual General Meeting of Shareholders on the 2024 business activities and the 2025 business plan of SCI Joint Stock Company as follows:

### PART 1. BUSINESS PERFORMANCE RESULTS IN 2024

#### I. Main indicators

##### a. SCI Complex

TT	Target	Unit	Plan for 2024	Implementation in 2024	Rate (%) HT
1	Total production and business value	10 <sup>6</sup> points	2,333,900	1.653.170	70,83
2	Total investment value	10 <sup>6</sup> points	1,551,824	400.740	25,82
3	Consolidated revenue	10 <sup>6</sup> points	2,264,000	1.536.770	67,88
4	Consolidated profit before tax	10 <sup>6</sup> points	137,129	67.068	48,91

##### b. Parent Company only.

TT	Target	Unit	Plan for 2024	Implementation in 2024	Rate (%) HT
1	Total production and business value	10 <sup>6</sup> points	1,131,000	958.430	84,74
2	Total investment value	10 <sup>6</sup> points	615,724	373.490	60,66
3	Total revenue	10 <sup>6</sup> points	1,314,000	917.620	69,83
4	Profit before tax	10 <sup>6</sup> points	70,268	55.977	79,66
5	Pay dividends	%	8%	5%	

#### II. Business performance results in 2024

##### II.1. Mainly carry out construction and installation

##### 1. EPC General Contract of Nam Sam 3 Hydropower Project

- Construction work: Completed.
- COD work: Internal testing of generators is underway.

## **2. EPC General Contract of Nam Mo 2 Hydropower Project**

- Main Dam: 72% Complete
- Water tunnel: 50% complete
- Factory: 54% Complete
- Hydraulic engineering and lifting equipment: 18% complete

## **3. EPC General Contract of Nam Sam 3A Hydropower Project**

- SCI Joint Venture ( *SCI Joint Stock Company, SCI Consulting Joint Stock Company, SCIE&C Joint Stock Company* ) was selected by the Investor and signed the EPC Contract for the Nam Sam 3A Hydropower Project in Laos with a total Contract value of 62.9 million USD with the main content as approved at the 2024 Annual General Meeting of Shareholders.

- Auxiliary works reached 25%
- Main construction items: Excavating foundation pits and urging legal procedures related to goods import carried out by the Investor.

## **4. EPC General Contract of Nam Mo 1 Hydropower Project**

- SCI Joint Venture ( *SCI Joint Stock Company, SCI Consulting Joint Stock Company, SCIE&C Joint Stock Company* ) was selected by the Investor and signed the EPC Contract for the Nam Mo 2 Hydropower Project in Laos with a total Contract value of 74.8 million USD with the main content as approved at the 2024 Annual General Meeting of Shareholders.

- Construction work: Construction equipment mobilization is underway.

## **II.2. Status of investment project implementation**

### **1. Nam Khian 1, Nam Khian 2, Nam Khian 3 Hydropower Project Cluster**

#### **a. Project information:**

- Location: Xieng Khouang Province, Laos.
- Capacity scale (85 MW): Nam Khian 1 – 25 MW, Nam Khian 2 – 35 MW, Nam Khian 3 – 25 MW.

#### **b. Investment implementation:**

- Memorandum of Understanding (MOM) signed on January 5, 2024. Project Development Agreement (PDA) signed on November 4, 2024.
- Assign SCI Energy Company Limited to develop the above projects. Currently implementing the investment legal procedures and works according to PDA: Survey, final feasibility study report, technical design, EIA, connection, electricity purchase and sale policy.../.

### **2. Nam Lan 1, Nam Lan 2, Nam Neun Hydropower Project Cluster**

#### **a. Project information:**

- Location: Xieng Khouang Province, Laos.

- Capacity scale (80 MW): Nam Lan 1 (20 MW), Nam Lan 2 (10 MW), Nam Neun downstream (50 MW).
- b. Investment implementation: Assign SCI Energy Company Limited to develop the above projects. Currently negotiating the project development contract (PDA).

### **II.3. Investment research and job search**

- For domestic projects:
  - + Closely follow the implementation of the power planning 8, seek investment opportunities and/or act as general contractor for energy projects.
  - + Continue to conduct wind surveys/measurements, research and develop potential wind power project areas.
- For overseas projects:
  - + Marketing to serve as project development consultant; EPC general contractor for hydropower and wind power projects in the Lao market.
  - + Search and research investment opportunities and investment cooperation in hydropower projects in Laos, especially projects adjacent to projects that SCI is investing in.

### **II.4. Design consulting work**

- Construction drawing design work at Nam Sam 3 and Nam Mo 2 projects (Lao PDR) meets the project implementation schedule of the Investor.
- Technical design work (Basic Design) of Nam Sam 3A, Nam Mo 1, basically completed, expected to be submitted for approval in the first quarter of 2025.
- Labour work Survey and prepare feasibility study reports for hydropower projects in Laos: Nam Theun (Keng teuaTen), Nam Theun 4A, Nam Theun 4B, Nam Et Project Cluster, Xekaman 2A, Xekaman 2B, Nam Mo 1A, Kalabai 1, Nam Pheuk1&2, meeting the project implementation schedule of the Investor .
- Consulting work for Lao government agencies (DEB Department of Energy and DESM Department of Energy Management) on Nam Phak hydropower project meets the job requirements.
- Construction supervision work at Nam Sam 3, Nam Mo 2, Nam Sam 3A, Nam Mo 1 hydropower projects meets work requirements .

### **II.5. Industrial production**

Complete troubleshooting, bring Nam Lum 1 Hydropower Plant to the grid. Maintain and renovate construction items at the factories, maintain stable production, specifically:

- Ca Nan 1&2 Hydropower Plant Cluster achieved 118.8 billion in revenue (91% of plan)
- Nam Lum 1&2 and Nam Xe hydropower plant clusters achieved 202.4 billion in revenue (94% of the plan).
- Huong Linh 8 Wind Power Plant achieved 105.8 billion in revenue (88.2% of plan)

## **III. Evaluate the performance of management and operations**

### **III.1. Administration and management work**

- Establish SCI Energy Company Limited to manage and implement investment in SCI's energy projects, with a clear structure of 3 segments: Project development investment (SCI



Energy) , Consulting (SCI Consulting) , Construction and installation (SCI E&C) .

- Establishment of SCI Quang Tri Joint Stock Company, a subsidiary of SCI Energy to manage and develop investment projects in Quang Tri.
- Step by step deployment of software in management and operation of power plants.
- Exploiting and applying maximum efficiency of IT applications (AI) helps increase productivity, control work promptly, and minimize costs.
- Conduct periodic training and testing to improve skills for the power plant operation management team .
- Promote communication and application of AI technology.

### **III.2.Areas of expertise**

- Investment work: Carry out legal procedures and focus on resolving problems with relevant domestic and foreign agencies in implementing and operating projects.
- Design work: Closely coordinate with relevant parties in the appraisal, agreement and approval of designs.
- Technical management: Timely control of technological designs for imported equipment. Closely manage construction progress plans, provide timely warnings and solutions.
- Safety, hygiene and environment work is given attention and focus. Strengthen dissemination and closely monitor the implementation of safety and environment regulations in investment projects and EPC general contractors.
- Industrial production work: Closely control industrial production and operation work, promptly coordinate to resolve problems, and maintain stable factory operations.
- Financial work: Increase contact with domestic and international credit institutions to increase effective capital sources, meeting capital needs for investment activities. Balance and arrange capital, meeting financial needs for all production and business activities of the Company.
- The work of acceptance, settlement , and debt collection of construction items is given special attention, focusing resources to speed up capital recovery and debt collection.

**PART 2**  
**BUSINESS PRODUCTION PLAN 2025**

**I. GOALS AND BUSINESS PLAN FOR 2025**

**I.1. Main indicators**

STT	Content	Unit	Plan 2025	
			Total	Parent company
1	Total production and business value	10 <sup>6</sup> points	1.960.000	1.205.000
2	Total investment value	10 <sup>6</sup> points	620.455	520.455
3	Revenue	10 <sup>6</sup> points	2.024.000	1.293.000
4	Profit before tax	10 <sup>6</sup> points	133.500	43.670
5	Pay dividends	%		5%

**I.2. About construction and installation**

**1. EPC General Contract of Nam Sam 3 Hydropower Project**

- Complete COD work for the entire Project in February 2025.

**2. EPC General Contract of Nam Mo 2 Hydropower Project**

- Construction: 100% complete.
- Electromechanical part: Expected COD completion in June 2026.

**3. EPC General Contract of Nam Sam 3A Hydropower Project**

- Auxiliary works, camps: 100% completed
- RCC Main Dam: 28% Complete
- Factory: 15% Complete

**4. EPC General Contract of Nam Mo 1 Hydropower Project**

- Auxiliary works, camps: 100% completed
- Main Dam: 20% Complete
- Water tunnel: 30% complete
- Factory: 10% Complete

**5. EPC General Contract for Nam Sannoi – Nam Xao 1 Hydropower Project**

- Auxiliary works, camps: 100% completed
- Main project: Completed digging of main project foundation

**I.3. Industrial production at operational projects**

- Maintain stable production at Power Plants. Detailed 2025 plan for plants as shown in the table below :

TT	Project	Capacity MW	Revenue 10 <sup>9</sup> coins
<b>A</b>	<b>Hydroelectric plant</b>	<b>69</b>	<b>360.00</b>
<b>I</b>	<b>Cannan1&amp;2 Hydropower Plant</b>	<b>23</b>	<b>130.00</b>
1	Canaan 2	16	90.73
2	Canaan 1	7	39.27
<b>II</b>	<b>Hydropower Plant NL1&amp;NL2, Nam Xe</b>	<b>46</b>	<b>230.00</b>
1	Nam Lum 1	8	38.00
2	Nam Lum 2	18	90.00
3	Nam Xe	20	102.00
<b>B</b>	<b>Wind power plant</b>	<b>20</b>	<b>120.00</b>
1	Huong Linh 8 Wind Power Plant	20	120.00

#### **I.4. About project investment**

##### **1. Developing wind power projects in Vietnam**

- Continue to conduct wind surveys/measurements, research and develop 04 potential wind power project areas in Quang Tri that have been approved for survey as well as other potential project areas.
- Closely follow the implementation of the plan to implement the 8th power plan for the wind power projects that SCI is promoting investment in to promptly carry out the next steps: Add to the plan/scheme, approve the investment policy, select investors and implement the project.

##### **2. Developing investment projects in Laos**

For Nam Khian 1, Nam Khian 2, Nam Khian 3 Hydropower Project Cluster and Nam Lan 1, Nam Lan 2, Nam Neun Hydropower Project Cluster :

- Completed signing of project development contracts (PDA) for Nam Lan 1, Nam Lan 2, and Nam Neun Hydropower Project Cluster .
- Implement investment legal procedures according to PDA: Survey, final feasibility study report, technical design, EIA, develop site clearance plan, step by step implement related tax/fee negotiations and CA negotiations ... / .
- Implement legal procedures related to electricity connection and trading in Vietnam.

#### **I.5. About consulting and design work**

- Complete appraisal and approval of technical design (Basic Design) of Nam Sam 3A and Nam Mo 1 projects in the first quarter of 2025.
- Design construction drawings at Nam Sam 3 and Nam Mo 2 projects (Lao PDR) to meet the project implementation schedule of the Investor.
- Appraisal and approval of FS of Nam Lan 1, Nam Lan 2, Ha Luu Nam Neun project clusters in the first quarter of 2025. Final approval of FS and technical design of 6 projects



( *Nam Lan 1, Nam Lan 2, Ha Luu Nam Neun, Nam Khian 1, Nam Khian 2, Nam Khian 3* ) in the second quarter of 2025.

- Construction supervision work at Nam Mo 2, Nam Sam 3A, Nam Mo 1 hydropower projects meets work requirements .
- Continue to search and market to sign and execute consulting contracts in the fields of wind power and hydropower, as well as carry out survey and design work when the company is awarded a contract under the EPC form.

## **II. Some solutions to complete the 2025 plan**

### **II.1. Administration and management work.**

- Continue to exploit and apply maximum efficiency of IT applications (AI) to help increase productivity, control work promptly, and minimize costs.
- Strengthen internal communication; promote the brand especially with foreign partners and markets.
- Recruit more competent and experienced personnel, especially in the electromechanical field in the power plant to promptly meet human resources needs for production activities.

### **II.2. Marketing work, bidding, market**

- Maintain and develop domestic and Lao PDR markets in the Company's field of operation;
- Improve bidding capacity as well as connect qualified joint venture partners to participate in large bidding packages. Search and participate in bidding for hydropower, wind power, and solar power projects in the form of EPC general contractor;
- Continue to seek small and medium hydropower projects; wind power projects, to study investment and construction.

### **II.3. Project implementation and management**

- Develop plans and work progress goals for each project, regularly update and propose solutions to ensure completion of goals, as well as increase control and unified operations at all levels.
- Improve the capacity of the project management team, focusing on the following tasks: Planning, progress; design; construction supervision; especially paying attention to risk management for all projects.
- Closely monitor the implementation of electromechanical equipment supply contracts. Manage well the publication and agreement, design approval.
- Consistently operate and manage power plants to achieve maximum efficiency.

### **II.4. Technical - Economic - Financial Management**

- Regularly update and analyze actual progress to have timely solutions to ensure target progress.
- For industrial production: Build strategic subcontractor/supplier relationships to support and resonate with each other for development. Have a detailed and accurate

purchasing plan based on the initial plan and construction plan for each Project/Item so that the purchasing process is carried out easily, without being passive. Continue to expand the list of suppliers, further improve purchasing at the origin of goods production to help reduce input costs ( *especially imported materials and equipment* ).

- Close coordination between consultants and construction units, promptly resolving design problems during project implementation.
- Manage scientific contracts closely, from negotiation to contract completion. Focus especially on capital collection and final settlement of remaining items at completed and under construction projects.
- Finance - Credit work.
  - + Make financial plans, cash flow plans to implement appropriate capital use, ensuring financial security for the Company. Ensure effective capital use plans, bringing high profits to the Company.
  - + Closely follow the progress of the construction plan to recover capital and debt, reduce capital pressure and ensure capital for continuous production and business.
  - + Ensure capital sources to implement investment projects, especially ongoing projects.
  - + In 2025, continue to increase contact with domestic and international credit institutions to increase effective capital sources, meeting capital needs for the Company's investment activities to bring about efficiency.

## **II.5. Risk management**

- Continuously improve the quality of risk management in production and business activities and must have appropriate solutions that are both feasible and consistent throughout the Company.
- Regularly update new legal documents issued in Vietnam and Laos to promptly notify the Company and its subsidiaries. The Company is expanding investment and developing the market in Laos, so legal consulting support for all aspects of the unit's production and business activities is necessary to comply with current regulations , limit risks, ensure safety and improve the efficiency of production and business activities and investment for the Company.

Above is the report on production and business results in 2024. and the 2025 production and business plan. Respectfully submit to the Company's General Meeting of Shareholders for consideration and approval of the full report .

**Thanks a lot.**

**GENERAL DIRECTOR**



**Nguyễn Văn Phúc**



## REPORT OF THE BOARD OF DIRECTORS ON OPERATIONS IN 2024 AND PLANS FOR 2025

### To: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of SCI Joint Stock Company respectfully submits to the shareholders the following report:

1. The BoD's evaluation regarding the Company's operations;
2. The BoD's evaluation of the activities of the CEO and the Audit Committee;
3. The BoD's activities in 2024;
4. The BoD's strategic plan.

#### Specifically:

#### **1. Evaluation of the Board of Directors on the Company's operations**

In the context of the global economy in 2024 continuing a slow and uneven recovery, with geopolitical tensions still escalating, the domestic energy sector faces difficulties. The practical implementation of the 8th National Power Development Plan and the electricity price mechanism and policies remain problematic, preventing the investment in various projects from progressing.

This has significantly impacted SCI's business plan in the past year. For 2024, SCI Joint Stock Company achieved a total production and business value of VND 1,653 billion; revenue reached VND 1,533 billion, achieving 67.74% of the plan; consolidated pre-tax profit reached VND 57 billion (41.76% of the plan). Details are provided in the CEO's report.

However, SCI Group has proactively adapted and gradually developed in line with its strategic direction, with several highlights in 2024 as follows:

In the construction field: Ensuring progress and quality of the projects SCI participates in, while enhancing competitiveness in bidding:

- SCI completed the installation and testing of electromechanical systems for the Nam Sam 3 Hydroelectric Plant (156 MW), for which SCI was the EPC contractor.
- SCI continued to be trusted by employers and was awarded the EPC contract for the Nam Mo 1 Hydroelectric Project (60 MW) and Nam Sam 3A Hydroelectric Project (45 MW) in Laos.
- The construction work for the Nam Mo 2 Hydroelectric Project in Laos was actively implemented, ensuring the project's progress.
- Domestically, SCI participated in a joint venture bidding and won the bid for the Bac Ai pumped-storage hydroelectric project.

In the construction consulting field: SCI has been completely proactive in consulting for hydroelectric and wind power projects that the company invests in, as well as



projects the company takes on as an EPC contractor.

In the investment of projects field: Actively seeking investment opportunities in wind power and hydroelectric projects both domestically and internationally.

- Completed the signing of the development contract for a project cluster with a total capacity of 85 MW: Nam Khian 1 – 25 MW, Nam Khian 2 – 35 MW, Nam Khian 3 – 25 MW in Xieng Khouang Province, Laos.
- Completed the transfer of a project cluster with a total capacity of 36.3 MW, which has now been developed into a project cluster with a total capacity of 80 MW: Nam Lan 1 (20 MW), Nam Lan 2 (10 MW), and Nam Neun Lower (50 MW) in Xieng Khouang Province, Laos. Currently negotiating the Project Development Agreement (PDA).
- Conducted research and survey for SCI Huong Viet wind power project (26 MW), SCI Tan Thanh Phase 1 (30 MW), which has been approved by the Government for planning, and is currently proceeding with investment procedures. Continuing to complete the procedures for approval of the SCI Tan Thanh Phase 2 (12 MW), SCI Ba Tang 1 (50 MW), and other projects.

## **2. Main activities of the Board of Directors in 2024**

Supervising the activities of the Executive Board: The Board of Directors highly appreciates the efforts of the Executive Board, especially with the promising results in the Lao market. The decisions made by the Board of Directors were strongly and decisively implemented by the Executive Board. The results achieved in all areas of production and business continued to align with the development direction; it has reinforced the trust of partners, customers, and shareholders.

The Audit Committee has carried out duties effectively according to the regulations and the work plan for the Audit Committee in 2024, providing timely advice and consultancy to the Board of Directors on corporate governance matters. *(For details, please refer to the independent Audit Committee report)*

In 2024, the Board of Directors approved many important matters related to business activities as well as the restructuring of the operational framework of member companies. All meetings had full attendance of the Board of Directors. The Board of Directors approved several major items, including:

- Selection and approval of the unit to audit the Company's financial statements for 2024;
- Approval of the purchase of 100% of the shares in the companies: Ha Nam-Non Phao-Vo Sole Co., Ltd. and Nam Lan Phao-Vo Sole Co., Ltd. Conversion and establishment of the following companies: Nam Lan 1 Hydroelectric Co., Ltd., Nam Lan 2 Hydroelectric Co., Ltd., Nam Neun Lower Hydroelectric Co., Ltd. to develop the Nam Lan 1, Nam Lan 2, and Nam Neun Lower projects.
- Approval to establish SCI Quang Tri Joint Stock Company to manage and develop projects in Quang Tri. Approval of the share transfer plan in Huong Linh 8 Wind Power Joint Stock Company to SCI Quang Tri Joint Stock Company.

- Approval of the establishment of SCI Energy Co., Ltd. to manage and implement SCI's energy projects, with a clear structure for 3 segments: Project Development Investment (SCI Energy), Consultancy (SCI Consultancy), and Construction (SCI E&C). Operational and ongoing projects will be transferred to SCI Energy for development.
- Detailed implementation of the plan to issue shares to pay dividends for the year 2023 as per the resolution of the Annual General Meeting of Shareholders in 2024.
- Implement the detailed plan for issuing shares under the Employee Stock Ownership Program (ESOP) as per the resolution of the Annual General Meeting of Shareholders in 2024.
- Approve and supervise the implementation of project investment activities and the company's business operations.
- And other important decisions.

During the management process, all Board members participated in meetings in accordance with their responsibilities, discussed and debated clearly and specifically, and voted on Board resolutions with high consensus. Resolutions were passed in a timely manner and implemented in alignment with the company's actual situation.

*(The resolutions of the Board of Directors are detailed in the 2024 management report, publicly disclosed in accordance with regulations, and posted on the company's website)*

### **3. Operational Orientation of the Board of Directors**

**Investment – Consulting – Construction** are the three main activities in the company's model, with a primary focus on the energy and infrastructure sectors. **Safety – Efficiency – Sustainable Development** are the overarching goals that drive SCIGroup's operations.

In the coming period, the company will continue to maintain production activities, actively seeking investment opportunities, consulting, and construction in sectors, with a focus on renewable energy, environment, and infrastructure.

- Enhance supervision and closely direct investment, production, and business activities to ensure financial safety and improve business efficiency.
- Ensure consultancy and construction work meets the progress and quality of ongoing projects, adhering to commitments with employers.
- Research and promote investments in hydropower and wind power projects; also market to participate in consulting, construction management, and EPC contracting for hydropower and wind power projects in Vietnam and the Lao PDR.
- Research and seek investment opportunities in the tourism and resort sectors combined with tourism services and real estate.
- The execution of investment projects will be carried out in the following ways: SCI directly invests and/or subsidiary/member companies directly invest and/or SCI establishes a subsidiary, and this subsidiary will be responsible for

implementing/holding the investment project and/or SCI will invest or buy shares to implement the project. The Board of Directors will decide on the establishment/investment in subsidiaries at the integration stage and report to the General Meeting of Shareholders for approval at the next meeting.

In parallel with the implementation of business and production plans, communication, and brand development, the Board of Directors will continue to focus on human resource management, investment in information technology, and improving legal risk management, internal controls, and continue to oversee the Executive Board closely in environmental protection, labor safety, and social responsibility. With existing advantages, unity, a high-quality workforce, rich experience, and shareholder trust, the company is steadily progressing to become a leading business in both the domestic and regional markets.

This is the report from the Board of Directors. Respectfully submit it to the General Meeting of Shareholders for approval.

**Sincerely.**

**Recipients:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyễn Công Hùng**



*Hanoi, April 10<sup>th</sup>, 2025*

## REPORT OF THE AUDIT COMMITTEE ON ACTIVITIES IN 2024 AND PLAN FOR 2025

### I. LIST OF MEMBERS AND REMUNERATION OF THE AUDIT COMMITTEE IN 2024

- In 2024, the Audit Committee (AC) operated with the following members:
  1. Mr. Hoàng Trọng Minh – Chairman of the AC, Independent Member of the Board of Directors
  2. Mr. Kim Mạnh Hà – Independent Member of the Board of Directors
  3. Mr. Ngô Vũ An – Non-Executive Member of the Board of Directors

Thus, the structure of the Company's Board of Directors (BOD) includes 2 out of 6 independent members (accounting for 33% of the BOD members), which complies with the provisions of the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020, and is also in accordance with the regulations in Clause 4, Article 276, Decree 155/2020/ND-CP guiding the Securities Law.
- The remuneration, operational expenses, and other benefits of the Audit Committee and its members are in accordance with the provisions of the Enterprise Law and the Company's regulations, specifically:

Unit: VND

Full name	Annual Remuneration
Mr. Hoàng Trọng Minh	96.000.000
Mr. Kim Mạnh Hà	96.000.000
Mr. Ngô Vũ An	96.000.000

### II. ACTIVITIES OF THE AUDIT COMMITTEE IN 2024

In 2024, the Audit Committee (AC) held 4 regular meetings, with a 100% attendance rate. The AC has made conclusions and recommendations on specific issues as follows:

- Compliance with current legal regulations, the Company's Charter, and corporate governance regulations; including but not limited to the inspection of compliance with laws on tax obligations, mandatory insurance, and other financial obligations.
- Compliance with the Company's policies, regulations, and procedures; Evaluating the appropriateness and effectiveness of the Company's internal control system in preventing, detecting, and promptly addressing risks.
- Review of the financial reports for the quarterly, semi-annual, and annual periods of the Company and its subsidiaries.
- Discussions with the independent auditing firm to clarify any arising issues or risks

discovered during regular and ad-hoc audits, and to propose solutions for handling and preventing risks.

- Evaluation of the implementation of the Company's business objectives.
- Recommendations for corrective measures to address errors, improve the internal control system, and enhance corporate governance practices.
- The Audit Committee also performed a review of the information in the 2024 Annual Report before it was submitted to the Board of Directors for review, approval, and publication.

### **III. RESULTS OF INSPECTION AND EVALUATION OF KEY ACTIVITIES**

#### **1. Evaluation of the Company's Internal Control and Risk Management System**

The Company's internal control system consists of a set of regulations, policies, rules, processes, and the organizational structure that is developed in compliance with legal requirements and is implemented to ensure the prevention, detection, and timely handling of risks in order to achieve the set objectives.

- The Company has developed and issued a management system document (including principles, policies, organizational structure, regulations, processes, etc., in compliance with legal provisions and the Company's regulations) to all employees for their understanding and implementation.
- The management system documents have been utilized by the Company's management levels as a tool for controlling daily activities of employees within the Company.

The Audit Committee appreciates that the Company's internal control system has effectively fulfilled its role in preventing, detecting, and addressing risks in a timely manner.

#### **2. Supervision Results Regarding Financial Reports, Business Performance, and Financial Condition of the Company**

The Audit Committee has reviewed the quarterly, semi-annual, and annual financial reports for 2024 and agrees with the evaluations made by the Independent Auditor, as follows:

- The recording, storage of documents, accounting information system, and preparation of the Company's accounting books are conducted in compliance with current regulations and are in accordance with Accounting Standards, the Accounting System, and relevant legal provisions.
- The financial reports are prepared and presented accurately, in compliance with Accounting Standards and current regulations, with no material misstatements that could mislead the financial report results.
- The basic indicators regarding accounts receivable, loans, liquidity, asset utilization efficiency, provisions, and equity capital comply with financial and accounting regulations, principles, and standards.
- Transactions with related parties have been thoroughly reviewed and fully disclosed, with no irregularities found in these transactions.

- The recommendations of the Independent Auditor have been acknowledged, reviewed, and implemented by the Management Board.
- 3. Results of Supervision and Inspection of Transactions with Related Parties in Compliance with Legal Regulations**
- All transactions must be approved by the Board of Directors (BOD) in accordance with the Company's Charter and in compliance with the current provisions of the Enterprise Law and the Securities Law.
  - For significant transactions, the BOD holds extraordinary meetings to approve a separate resolution for each transaction, which is then disclosed in accordance with legal requirements.
  - For routine transactions, the Executive Board is responsible for preparing proposals to present to the BOD for approval, in accordance with regulations.
  - In 2024, the BOD reviewed and approved policies related to transactions with related parties of the Company. All transactions have been executed in writing and disclosed in compliance with the current Securities Law.
- 4. Supervision results on the Board of Directors and the Executive Board**
- The BOD's activities during the year focused on the resolutions of the General Shareholders' Meeting (GSM) and adhered to the Company's Charter and Governance Regulations.
  - The BOD has effectively carried out its role in guiding the Company's development through strategic planning, monitoring, and adjusting decisions. Key decisions made by the Executive Board have been analyzed, challenged, and consulted with the BOD to ensure suitable solutions for the Company.
  - The Executive Board has diligently implemented the resolutions of the GSM and BOD, effectively fulfilling its functions and responsibilities in accordance with the law and the Company's Charter.
- 5. Evaluation results of the coordination between the Audit Committee and the Board of Directors, the General Director, and the shareholders**
- The Board of Directors (BOD) has authorized Mr. Hoàng Trọng Minh - Independent Member of the BOD, to directly supervise, ensuring that the Audit Committee always receives timely guidance, detailed direction, and adequate resources for its operations. At the same time, the Executive Board and various units within SCI Group have provided the Audit Committee with all necessary information, documents, and records for internal auditing. This has enabled the Audit Committee to perform its tasks well and achieve the objectives set out in the Audit Committee's operational regulations and the 2024 work plan approved by the BOD.
  - The Audit Committee has reported its activities to shareholders during the annual General Shareholders' Meeting.

#### **IV. OPERATIONAL ORIENTATION FOR 2025**



- Foster a sense of responsibility to continue fully performing the duties, powers, responsibilities, and achieving the objectives of the Audit Committee according to the Audit Committee's operating regulations; complete other tasks assigned by the Board of Directors (BoD) in accordance with the law, the Company's Charter, and internal governance regulations.
- Enhance supervision of the Executive Board's compliance with the law, the Company's Charter, the resolutions of the General Meeting of Shareholders, the decisions of the BoD, and the Company's internal governance regulations, rules, and procedures. Inspect and supervise the achievement of the Executive Board's objectives, plans, and tasks.
- Conduct regular audits according to the audit plan approved by the BoD and ad-hoc audits as requested by the BoD.
- Regularly inspect and supervise the activities of the company's units and make recommendations to improve the Company's governance and risk management processes.

**ON BEHALF OF THE AUDIT  
COMMITTEE  
CHAIRMAN**



**Hoang Trong Minh**



SCI JOINT STOCK COMPANY

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Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 01/2025/TTr-SCI-HĐQT

Hanoi, April 10<sup>th</sup>, 2025.

**PROPOSAL NO. 01**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the General Director's Report on Business  
Performance in 2024 and the Business Plan for 2025.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *The Charter on the Organization and Operation of SCI Joint Stock Company.*

The Board of Directors of SCI Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2025 for review and approval of the General Director's report on business performance in 2024 and the business plan for 2025.

*(Details are provided in the attached report accompanying this Proposal.)*

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve this proposal.

**Recipients:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyễn Cong Hung**



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No: 02/2025/TTr-SCI-HĐQT

Hanoi, April 10<sup>th</sup>, 2025

**PROPOSAL NO. 02**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the Board of Directors' Report on Activities in 2024 and the Plan for 2025.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *The Charter on the Organization and Operation of SCI Joint Stock Company.*

The Board of Directors ("BOD") of SCI Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2025 for review and approval of the BOD's report on activities in 2024 and the plan for 2025.

*(Detailed information is provided in the attached report accompanying this Proposal)*

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve this proposal.

**Recipients:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**

**Nguyen Cong Hung**





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No: 03/2025/TTr-SCI-HĐQT

Hanoi, April 10<sup>th</sup>, 2025.

**PROPOSAL NO. 03**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the Audit Committee's Report on Activities in 2024 and Plan for 2025.*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *The Charter on the Organization and Operation of SCI Joint Stock Company.*

The Board of Directors ("BOD") of SCI Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2025 for review and approval of the Audit Committee's report on activities in 2024 and the plan for 2025.

*(Details are provided in the attached report accompanying this Proposal.)*

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve this proposal.

**Recipients:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



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No. 04/2025/TTr-SCI-HĐQT

Hanoi, April 10<sup>th</sup>, 2025.

## PROPOSAL NO. 04

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Subject: Approval of the Audited Separate and Consolidated Financial Statements for 2024*

#### **To: THE GENERAL MEETING OF SHAREHOLDERS OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *The Charter on the Organization and Operation of SCI Joint Stock Company.*
- *The Company's Separate and Consolidated Financial Statements have been audited by the Branch of MOORE AISC Auditing and Informatics Services Company Limited.*

The Board of Directors of SCI Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the Separate and Consolidated Financial Statements for the year 2024, which have been audited by the Branch of MOORE AISC Auditing and Informatics Services Company Limited.

These reports have been publicly disclosed in accordance with regulations and are fully available on the website of SCI Joint Stock Company at the following address:

<https://scigroup.vn/quan-he-co-dong#bao-cai-tai-chinh>

The Board of Directors respectfully submits this for the General Meeting of Shareholders' consideration and approval.

**Recipients:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**





No. 05/2025/TTr-SCI-HDQT

Hanoi, April 10<sup>th</sup>, 2025

**PROPOSAL NO. 05**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the allocation of 2024 Profit after tax*

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**To: GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY.**

**Pursuant to:**

- *The Law on Enterprises No.59/2020/QH14 and guiding documents for implementation;*
- *The Law on Securities No.54/2019/QH14, amended and supplemented by the Law No.56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and guiding documents for implementation;*
- *The Decree No. 155/2020/ND-CP approved by the Government on December 31, 2020, and guiding documents for implementation;*
- *The current Charter of the SCI Joint Stock Company;*
- *Based on the 2024 business performance and the audited financial statements in 2024.*

The Board of Directors of SCI Joint Stock Company respectfully submit to the General Meeting of Shareholders with the proposal on the allocation of profit after tax as follows:

No.	Content	Portion	Value (VND)
1	<b>Profit before tax</b>		<b>55,976,668,922</b>
2	Payable corporate income tax		598,361,213
3	<b>Profit after tax (3)=(1)-(2)</b>		<b>55,378,307,709</b>
4	Deductions on profit after tax		0
5	<b>Appropriation of profit (5)=(3)-(4)</b>		<b>55,378,307,709</b>
6	Appropriation of corporate funds		0
-	Investment and development fund		0
-	Welfare fund	0%	0
-	Bonus fund	0%	0
7	<b>Remaining profit of 2024 after appropriation of funds</b>		<b>55,378,307,709</b>
8	Undistributed profit of the previous year		178,352,687,508
9	<b>Total remaining profit (9)=(7)+(8)</b>		<b>233,730,995,217</b>



10	Dividend payout in 2024 as shares <i>(Details are according to Proposal No. .../2025/TTr-SCI-HDQT approval the plan for issuing shares to pay dividends in 2024)</i>	5% VDL	49,567,160,000
11	<b>Remaining profit transferred to the following year: (11)=(9)-(10) (*)</b>		184,163,835,217

(\*) The remaining profit shall be used as source of ensuring capital for the business and investment of the Company.

The Board of Directors respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**Receive:**

- As To;
- Retained at BOD.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



No. 06/2025/TTr-SCI-HDQT

Hanoi, April 10<sup>th</sup> 2025.**PROPOSAL NO. 06****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the remuneration of the Board of Directors in 2024  
and the remuneration plan of the Board of Directors in 2025*

**To: GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY.**

**Pursuant to:**

- *The current Charter of the SCI Joint Stock Company;*
- *Based on the 2024 business performance; The audited financial statements in 2024; Business plan in 2025.*

The Board of Directors (BOD) of SCI Joint Stock Company respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval of the total remuneration of the Board of Directors in 2024 and the remuneration plan of the Board of Directors for 2025 as follows:

**Settlement of remuneration of the Board of Directors in 2024**

No.	Title	People x months	Remuneration (VND/month)	Amount of remuneration for the whole year (VND)
	<b>Board of Directors</b>			<b>960,000,000</b>
1	Chairman	1 x 12	40,000,000	480,000,000
2	Member of the Board of Directors	5 x 12	8,000,000	480,000,000

**Remuneration plan of the Board of Directors in 2025**

No.	Title	People x months	Remuneration (VND/month)	Amount of remuneration for the whole year (VND)
	<b>Board of Directors</b>			<b>960.000.000</b>
1	Chairman	1 x 12	40,000,000	480,000,000
3	Member of the Board of Directors	5 x 12	8,000,000	480,000,000

The total remuneration of the Board of Directors in 2025 shall be reported to the Annual General Meeting of Shareholders of the following year.

The Board of Directors respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**Receive:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**





No. 07/2025/TTr-SCI-HDQT

Hanoi, April 10<sup>th</sup> 2025

**PROPOSAL NO. 07**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of the plan for issuing shares to pay dividends of 2024*

**To: GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY.**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for implementation;*
- *The Law on Securities No. 54/2019/QH14, amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and guiding documents for implementation;*
- *The Decree No. 155/2020/ND-CP approved by the Government on December 31, 2020;*
- *The current Charter of SCI Joint Stock Company;*
- *The Consolidated financial statements, the Separate Financial Statements in of the Parent Company in 2024 audited by MOORE AISG Auditing and Informatics Services Company Limited.*

The Board of Directors of SCI Joint Stock Company (hereinafter referred to the Company) respectfully submits to the General Meeting of Shareholders for approval the plan for issuing shares to pay dividends of 2024 as follows:

**1. Plan for issuing shares to pay dividends**

Name of shares	:	SCI Joint Stock Company Shares
Class of share	:	Ordinary shares, free-float shares
Stock Code	:	S99
Par value	:	10,000 VND/share
Number of shares issued	:	99,134,331 shares
Number of treasury shares	:	0 shares
Number of shares outstanding	:	99,134,331 shares
Expected number of shares issued	:	4,956,716 shares
Total value of expected shares issued at par value	:	VND 49,567,160,000
Issuance rate (Number of shares expected to be issued/ Number of outstanding shares)	:	5%, corresponding to the exercise ratio of 20:1 ( <i>As at the record date to close the list of shareholders to exercise the rights to receive dividends of shares, shareholders owning 20 shares shall be entitled to receive dividends of 01 newly issued share</i> )

Issuance form	:	Issuing shares to pay dividends
Issuance target	:	Current shareholders of SCI Joint Stock Company are in the List of securities holders as at the record date to exercise the rights to receive dividends of shares issued by the Vietnam Securities Depository and Clearing Corporation (VSDC).
Expected issuance capital	:	Undistributed profit after tax on the audited financial statements in 2025
Estimated issuance time	:	In 2025 and the Board of Directors shall decide the specific time after receiving a written notice from the State Securities Commission (SSC) on receiving full documents of the report of share issuance to pay dividends of the Company.
Principles of rounding and processing with arising odd shares	:	<p>The number of additional issued shares to pay dividends received by each shareholder will be rounded down to the unit to ensure that the total number of distributed shares shall not exceed the total number of issued shares. The arising odd shares (if any) will be canceled.</p> <p><i>Example: Shareholder A owns 123 shares of S99 as the record date of the list of shareholders to exercise the rights to receive dividends of shares. Shareholder A will receive dividends as: <math>(123:100) \times 5 = 6.15</math> shares, rounded down to 6 shares. Thus, shareholder A will only receive 6 newly issued shares, the odd share will be canceled.</i></p>
		The positive differential value between the total expected issuance value (at par value) and the actual total issuance value (at par value) for current shareholders (if any) shall be retained at the undistributed profit after tax of the Company.
Registration of additional securities and additional listing of shares	:	The additional issued shares will be additionally registered at VSDC and additionally listed on the Hanoi Stock Exchange (HNX) in accordance with the provisions of law

## 2. Authorization to the Board of Directors to perform related tasks to complete the issuance of shares to pay dividends

Respectfully submitted to the General Meeting of Shareholders to authorize the Board of Directors to perform the following tasks:

- To select a specific time to issue shares to pay dividends after receiving a written notice from the SSC on the receipt of all documents for issuing shares to pay dividends of the Company, decide on the time to close the list of shareholders to exercise their rights, ensure compliance with the provisions of law.
- To decide on the details of the above-mentioned share issuance plan;
- The Board of Directors shall direct and assign the General Director and relevant departments to complete the documents and report to the State Securities Commission on the issuance of shares; report on issuance results; complete the document to close the list of shareholders to exercise their rights, register for additional depository and list additional shares at the Hanoi Stock Exchange to complete the issuance of shares to pay dividends according to the plan approved by the General Meeting of Shareholders of the Company.
- To authorize the Board of Directors to adjust, amend and supplement the contents and sign for promulgation of the Charter of the Company related to the provisions on charter capital according to the number of shares actually issued to current shareholders; complete the documents and implement the necessary procedures to update the contents of the Enterprise Registration Certificate of the Company and other relevant legal documents in accordance with the provisions of law.
- In addition to the above-mentioned authorization contents, in the process of implementing the issuance plan, the General Meeting of Shareholders shall authorize the Board of Directors to supplement, amend and complete the issuance plan at the request of the State agency and/or in accordance with the actual circumstances to ensure the legality of the implementation of the share issuance plan, in accordance with regulations and the highest interests for shareholders and the Company.

The Board of Directors respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**Recipient:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Nam Tu Liem District, Hanoi  
Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No. 08/2025/TTr-SCI-HDQT

Hanoi, April 10<sup>th</sup>, 2025.

**PROPOSAL NO. 08****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of plan to offer additional public shares to existing shareholders*

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**To: GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY.****Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for implementation;*
- *The Law on Securities No. 54/2019/QH14, amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and guiding documents for implementation;*
- *The Decree No. 155/2020/ND-CP approved by the Government on December 31, 2020;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the plan to offer additional public shares to existing shareholders in 2025. Specifically, as follows:

**1. Plan for offering shares to increase charter capital**

Name of share:	SCI Joint Stock Company Shares
Stock Code:	S99
Class of share:	Ordinary share
Par value:	10,000 (Ten thousand) VND/share
Charter capital before offering (*) <i>(Including the number of shares issued to pay dividends in 2024)</i>	1,040,910,470,000 VND
Total number of shares outstanding before the offering (*) <i>(Including the number of shares issued to pay dividends in 2024)</i>	104,091,047 shares
Number of additional public shares offered to existing shareholders:	Expected 52,045,523 shares

Offering rate (Rate of the number of shares registered for additional offering to the total number of outstanding shares)	50%
Right exercise rate	2:1
Offering price:	10,000 VND/share
Purpose of capital use:	Invest in 02 (two) windfarm projects in Huong Hoa district, Quang Tri province, under SCI Quang Tri Joint Stock Company, with the total expected capacity of 56 MW.
Number of shares after offering:	Expected 156,136,570 shares
Charter capital after offering:	Estimated 1,561,365,700,000 VND

*(\*) Charter capital and the number of outstanding shares before offering are estimated and may vary according to the actual number of shares issued due to the process with arising odd shares in the issuance of shares to pay dividends in 2024 according to Proposal no. 07/2025/TTr-SCI-HDQT dated May 2025.*

*(Attachment is the detailed plan for offering shares to increase charter capital)*

## **2. The General Meeting of Shareholders authorizes the Board of Directors**

- To choose the time for offering plan in accordance with the needs of the Company on the basis of ensuring compliance with the provisions of law.
- To decide in detail on the contents of the plan for additional offering of shares and/or amend, supplement or vary the offering plan when necessary according to the actual situation of the Company or at the request of the State agency to ensure the success of offering as well as capital funding carried out in accordance with the provisions of law, the interests of shareholders and the Company;
- To adjust the offering rate and right exercise rate accordingly to ensure the total number of shares offered for sale not exceeding the number of shares estimated to be offered approved by the General Meeting of Shareholders in such plan (the offering rate shall depend on the number of outstanding shares at the time of implementation of the Share Offering Plan and the actual number of shares offered);
- To select an underwriter, negotiate and sign guarantee agreements and complete procedures to underwrite the issuance of the share offering to increase the charter capital of the Company (in case of need);

- To decide on the appropriate time to close the right exercise date and other milestones related to the implementation of share offering as prescribed.
- To process odd shares and such shares not registered to buy, not deposited to purchase by the investors.
- To decide on specific plans of capital use and actively adjust the use of the funded capital, the schedule of disbursement of capital, the purpose of capital use in case of need and in accordance with the actual situation of the Company;
- To amend and supplement the Charter of the Company (regulations on charter capital and number of shares) and relevant provisions in the Charter of the Company according to the actual issuance results;
- To carry out the procedures for updating the Enterprise Registration Certificate of the Company after the end of the offering;
- To carry out necessary procedures to register changes in Securities registration certificates at the Vietnam Securities Depository and Clearing Corporation and update changes in listing at the Hanoi Stock Exchange/Vietnam Stock Exchange with the entire number of shares actually issued in accordance with law;
- In addition to the above contents, the General Meeting of Shareholders shall unanimously approve the authorization for the Board of Directors to decide on all other relevant issues arising in the process of implementing the share offering to increase charter capital as prescribed. Depending on each specific case, the Board of Directors shall assign the General Director to perform one or several of the specific tasks mentioned above.
- Other authorization contents are specified in the detailed issuance plan.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**Receive:**

- *As To;*
- *Retained at BOD.*

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



## PLAN FOR OFFERING SHARES TO INCREASE CHARTER CAPITAL

(Attached to Proposal no. 08/2025/TTr-SCI-HDQT of the Board of Directors dated April, 2025)

### I. PLAN FOR ADDITIONAL PUBLIC OFFERING OF SHARES

1.1.	Number of shares offered:	52,045,523 Shares
1.2.	Ratio of the number of shares estimated to be offered to the total number of outstanding shares:	50.00%
1.3.	Offering price:	10,000 (ten thousand) VND/share
1.4.	Total expected funded capital:	520,455,230,000 VND
1.5.	Offering target:	Existing shareholders are in the list of shareholders as at the record date to exercise the rights to buy offered shares to existing shareholders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
1.6.	Offering form:	Offer to existing shareholders under the form of the right exercise to buy.
1.7.	Right exercise rate:	2:1 (As at the record date to close the list of shareholders to exercise the right to buy shares, Shareholders owning 02 shares shall have 02 rights, for each 02 options, they will be able to buy 01 additional issued share)
1.8.	Transfer of the subscription rights:	Existing shareholders are in the list as at the record date of the list of shareholders to exercise the rights to purchase additional issued shares having the rights to transfer the subscription rights of their shares to another person within the prescribed time and may only transfer 01 time (the transferee shall not transfer to a third party). The transferor and the transferee shall negotiate the transfer price, settle the payment by themselves and be responsible for performing the obligations as prescribed related to the transfer.
1.9.	Processing odd shares and methods for undistributed shares (if any):	Shares offered to existing shareholders will be rounded down to the unit. The entire number of odd shares arising from rounding down to the unit and the number of shares not registered that investors do not register to buy or pay for in this offering (if any) are assigned by the General Meeting of

		<p>Shareholders and authorized by the Board of Directors to decide to sell to other entities (including shareholders of the Company who wish to increase the number of shares shares) in accordance with the provisions of law provided that the offering price is not lower than the offering price to existing shareholders.</p> <p>The criteria and list of investors entitled to buy the remaining shares are authorized by the General Meeting of Shareholders for the Board of Directors to decide.</p> <p><i>Example: As at the record date of the list of shareholders to exercise rights, shareholder A owns 567 shares, equivalent to 567 rights, then shareholder A will be able to buy additional shares corresponding to: <math>(567:2) \times 1 = 283.5</math> shares, rounded down to: 283 shares.</i></p> <p>In case of expiration of the stock distribution period as prescribed by law (including the extension period if any) but the shares have not yet been fully distributed, these undistributed shares shall be canceled, and the Board of Directors shall decide the termination of the offering.</p>
1.10	Transfer restriction	<ul style="list-style-type: none"> <li>▪ The number of shares offered to the existing shareholders and the transferee of the rights to purchase from existing shareholders exercising the right to purchase within the specified time according to the notice of public offering of shares to existing shareholders (including the extension period – if any) is not subject to transfer restrictions.</li> <li>▪ The number of odd shares due to rounding and the number of undistributed shares not offered to other shareholders/investors are restricted from transfer for 01 year from the end of the offering in accordance with regulations.</li> <li>▪ The shares purchased by the underwriter under the underwriting commitment (if any) shall not be restricted from transfer.</li> </ul>
1.11	Plan to ensure compliance with regulations on foreign ownership ratio:	<p>The General Meeting of Shareholders authorizes the Board of Directors to develop and approve a plan to ensure that the issuance of shares meets the regulations on the maximum foreign ownership ratio in the Company</p>

1.12	Minimum success rate of offering	70% of the total number of shares expected to be offered to implement projects
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## II. CAPITAL USE PLAN

### 1. Expected proceeds from the offering

No.	Offering target	Number of offerings (shares)	Offering price (VND/share)	Expected proceeds (VND)
1	Offering to existing shareholders	52,045,523	10,000	520,455,230,000
<b>Total</b>		52,045,523		520,455,230,000

### 2. Capital use plan

The proceeds from the offering shall be prioritized in the following orders:

No.	Purpose of capital use	Amount (VND)	Capital use progress
1	To invest in 02 (two) windfarm plant projects in Huong Hoa district, Quang Tri province, under SCI Quang Tri Joint Stock Company, with a total expected capacity of 56 MW.	520,455,230,000	After the end of the offering and according to the actual capital use progress
<b>Total</b>		<b>520,455,230,000</b>	

- The detailed plan for the use of capital (including details of the investment plan and allocation of capital and priority use of capital obtained from the offering) shall be authorized by the General Meeting of Shareholders to be decided by the Board of Directors of the Company.
- In case of other feasible investment opportunities, the General Meeting of Shareholders shall authorize the Board of Directors to proactively adjust/change the purpose of capital used obtained from the offering and report to the General Meeting of Shareholders in the latest General Meeting after the change of purpose of capital use (if any).

### 3. Processing the case of inadequate proceeds from the offering as expected

The minimum success rate of offering shall be 70% of the expected capital for the implementation of projects. For the expected capital shortfall, the Board of Directors shall consider funding bank loans or seeking other additional funding



sources to compensate in accordance with the business activities of the Company in case of undercapitalization.

### **III. APPROVAL OF THE CHANGES OF SECURITIES REGISTRATION CERTIFICATE, CHANGES OF LISTING REGISTRATION**

The General Meeting of Shareholders shall authorize the Board of Directors to proactively implement and complete relevant procedures immediately after the end of the offering, including the changes of the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation and the registration of the changes of listing of all shares offered at the Hanoi Stock Exchange/Vietnam Stock Exchange.

### **IV. IMPLEMENTATION**

The General Meeting of Shareholders shall authorize the Board of Directors to proactively implement the procedures for offering shares to increase charter capital in an appropriate time depending on the market situation and business activities of the Company, ensuring the interests of shareholders, the success of the issuance and compliance with the provisions of the Law, the Charter of the Company./.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



The stamp is a red circular seal. The outer ring contains the text "M.S.D.N: 01014063" at the top and "Đ. NAM TỪ LIÊM - T.P HÀ NỘI" at the bottom, separated by two stars. The inner circle contains the text "CÔNG TY CỔ PHẦN" at the top and "SCI" in large, bold letters in the center. A handwritten signature in black ink is written across the stamp. Below the stamp, the name "Nguyễn Cong Hung" is printed in black.

**Nguyễn Cong Hung**



No. 09/2025/TTr-SCI-HDQT

Hanoi, April 10<sup>th</sup>, 2025

**PROPOSAL NO. 09**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Subject: Approval of bonus employee stock ownership plan*

**To: GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY.**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for implementation;*
- *The Law on Securities No. 54/2019/QH14, amended and supplemented by the Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and guiding documents for implementation;*
- *The Decree No. 155/2020/ND-CP approved by the Government on December 31, 2020;*
- *The Charter SCI Joint Stock Company.*

For the purposes of motivating the Board of Management, the Board of Directors, and managers (hereinafter collectively referred to as "**Key personnel**") successfully completing tasks; Attract and retain enthusiastic, capable, and experienced talents. The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the policy of issuing bonus shares to key personnel of the Company as follows:

1.1	Expected number of shares issued with conditions	If the consolidated profit before tax in 2025 exceeds the plan according to the audited Financial Statements in 2025, the key personnel of the Company will be rewarded with shares in the form of issuing bonus shares under bonus employee stock ownership plan.  The number of shares expected to be issued shall be submitted by the Board of Directors to the General Meeting of Shareholders in 2026 after the audited profit results in 2025.
1.2	Implementation term	The detailed issuance plan shall be submitted to the 2026 Annual General Meeting.
1.3	Issuance target	Members of the Board of Management,

		members of the Board of Directors and managers of the Company. The General Meeting of Shareholders shall authorize the Board of Directors to approve the criteria and list of employees eligible to participate in the plan and the principles for determining the number of shares distributed to an individual.
1.4	Funds for implementation	Undistributed profit after tax on the audited Separate Financial Statements of SCI Joint Stock Company in 2025.
1.5	Transfer restrictions	Bonus shares issued under the Employee Stock Ownership Plan (ESOP) shall be restricted from transferring for 01 year from the end of the issuance.
1.6	Regulations on issuance of bonus shares under the Employee stock ownership plan	The General Meeting of Shareholders shall authorize the Board of Directors to establish the Board of ESOP, develop regulations on the issuance of bonus shares under the ESOP, clearly stipulate the criteria and list of employees eligible to participate in the ESOP, the rights and obligations related (if any) to the shares issued under the ESOP, decide on subjects eligible to participate in the plan; To decide and handle issues related to ESOP and adjust changes to the plan(if any) in accordance with the provisions of law.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

**Receive:**

- As To;
- Retained at BOD.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



## PROPOSAL 10

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Subject: Approval of several matters under the authority of the General Meeting of Shareholders.*

#### **To: GENERAL MEETING OF SHAREHOLDERS** **OF SCI JOINT STOCK COMPANY.**

**Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly on June 17, 2020, and effective from January 1, 2021;*
- *The Securities Law No. 54/2019/QH14 was passed by the National Assembly on November 26, 2019, and effective on January 1, 2021;*
- *The Charter on the organization and operations of SCI Joint Stock Company.*

The Board of Directors (BOD) of SCI Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2025 (AGM) for approval the following matters within the authority of the AGM:

1. The BOD proposes the approval of the list of five independent auditing companies approved by the State Securities Commission to perform the review of the semi-annual financial statements and audit the financial statements for 2025, as follows:
  - AASC Auditing Firm Company Limited.
  - Branch of MOORE AISC Auditing and Informatics Services Company Limited.
  - A&C Auditing and Consulting Company Limited.
  - Vietnam Auditing & Evaluation Company Limited (AUE).
  - Hanoi Company Profession of Auditing & Accounting Company Limited (CPA Hanoi).

In addition, the AGM is requested to authorize the BOD to select one of the above five auditing firms to conduct the financial statement audit.
2. Additionally, the BOD proposes the AGM to approve the authorization for the BOD to select an independent auditing company to audit other activities of the company when required by business operations. Specifically, the BOD will have the authority to choose an auditing company from the list of auditing organizations approved by the State Securities Commission in compliance with the Securities Law and the laws on independent auditing.
3. To ensure flexibility and timeliness in the Company's governance and operations, as well as meet the requirements of production and business activities, the BOD submits to the AGM for approval:
  - The use of assets, investments arising from projects, and work-in-progress expenses, as

well as accounts receivable, as collateral to secure loans for investment purposes.

- Approval of capital contribution/investment, establishment/acquisition of company shares to control, merge, or become subsidiaries or affiliates; establishment of representative offices, expansion of operational scale; or divestment/restructuring of investments in subsidiaries, affiliates, and other investments to enhance capital efficiency and support the Company's sustainable development goals.
4. Implement the content approved by the AGM as outlined in the Proposal No. 12/2024/TTr-SCI-HĐQT dated April 29, 2024.
- The joint venture between SCI Joint Stock Company, SCI Consulting Joint Stock Company, and SCI E&C Joint Stock Company has signed a joint venture agreement and EPC contract with the terms approved by the Annual General Meeting of Shareholders in 2024 to participate in the EPC tenders for the Nam Mo 1 Hydropower Project and the Nam Sam 3A Hydropower Project in the Lao PDR. *(The main content is as outlined in Appendix 1, Appendix 2, Appendix 3, and Appendix 4 attached).*
  - In order to adjust flexibly according to the actual situation and ensure the progress of these projects with the Employer, the BOD proposes that the AGM authorize the BOD to negotiate, make decisions, and sign/implement adjustments/amendments to the economic contracts/agreements related to the Investor, SCI E&C Joint Stock Company, and SCI Consulting Joint Stock Company, which arise during the execution of the contracts. These adjustments will ensure compliance with legal regulations, the Company's Charter, and the Company's best legal interests. The BOD will report on the execution of these matters at the next AGM.
5. To promptly capture opportunities to participate in projects in Lao PDR, the BOD submits to the AGM for approval:
- Approval of the draft joint venture agreement between SCI Joint Stock Company and SCI E&C Joint Stock Company for bidding and executing project packages, with key details included in Appendix 5 attached. The scope of consultancy and design work will be implemented under a consultancy contract between SCI Joint Stock Company and SCI Consulting Joint Stock Company, with key details provided in Appendix 6 attached.
  - Authorization for the BOD to negotiate and decide on the specific terms of the joint venture agreement/consultancy contract depending on each bidding package, including the scope of work, value, and other terms, as well as adjustments or supplements to the original agreement (if any). These decisions will adhere to legal regulations, the Company's Charter, and the highest lawful benefits of the Company. The BOD will report the specific details of each project package and/or contract at the next AGM.
6. SCI Joint Stock Company and SCI E&C Joint Stock Company are negotiating with the Employer to sign contracts for several projects in Laos. The BOD respectfully submits for approval the following:
- 6.1 Project 1 - Nam Sannoi – Nam Xao 1 Hydropower Plant Project: The project has a

capacity of 45 MW, with a contract value of USD 61.699 million. The main contents of the contract are detailed in Appendix 7 attached.

- 6.2 Project 2 - Nam Mo 1A Hydropower Plant Project: The project has a capacity of approximately 40 MW, with a contract value of approximately USD 56 million to USD 59 million. The main contents of the contract are detailed in Appendix 8 attached.
- 6.3 Project 3 - In the Lao PDR: The project has a capacity of approximately 35 MW, with a contract value of approximately USD 50 million to USD 55 million. The main contents of the contract are detailed in Appendix 8 attached.
- 6.4 Project 4: Other potential projects with the same implementation methods as the above-mentioned projects. The main contents of the contract are detailed in Appendix 8 attached.
- Authorizing the BOD to negotiate and make decisions on the detailed terms, signing, and implementation of the economic contracts/agreements related to the Employer, SCI E&C Joint Stock Company, and SCI Consulting Joint Stock Company, including any adjustments to the initially signed content (if applicable), ensuring full compliance with legal regulations, the Company's Charter, and the Company's best legal interests. This will be done to promptly seize opportunities and execute the projects as required by the Employer. The BOD will report on the execution of these matters at the next AGM.

Respectfully submit it to the General Meeting of Shareholders for approval.

**CC:**

- As to
- Retained at BOD.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



## APPENDIX 1

### MAIN CONTENT OF THE CONSORTIUM AGREEMENT

#### (Implementing the Nam Mo 1 hydropower project)

#### I. Members of the Consortium

1. SCI Joint Stock Company
2. SCI E&C Joint Stock Company: *A company specializing in erection and construction within the SCI Group of subsidiary companies*
3. SCI Consulting Joint Stock Company: *A company specializing in construction consulting within the SCI Group of subsidiary companies*
4. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

#### II. Responsibility Allocation

The parties agree to authorize SCI Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
1	SCI Joint Stock Company (Leading member of the Consortium – Party A)	<ul style="list-style-type: none"><li>- Sign the bid letter. Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process;</li><li>- Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties;</li><li>- Manage contract implementation.</li><li>- Represent the Consortium in direct dealings with the Employer and relevant parties regarding contract execution, including signing letters, documents, and related materials.</li><li>- Represent the Consortium in dealings with government agencies in Laos (<i>Tax authorities, etc.</i>) to resolve contract-related issues.</li><li>- Provide guarantees for the Employer according to the agreement.</li><li>- Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties.</li></ul>

No.	Company name	Assigned Tasks
		<ul style="list-style-type: none"> <li>- Have the right to withhold the amount paid by the Employer to ensure the guarantee requirement from the bank and secure obligations/responsibilities to the Employer according to the agreement.</li> </ul>
2	SCI Consulting Joint Stock Company (Consortium member – Party B)	<ul style="list-style-type: none"> <li>- Surveying for topography, geology, and hydrology.</li> <li>- Technical design (Basic Design).</li> <li>- Detailed design (Detailed Design).</li> <li>- Performing the role of supervising the contractor's construction work.</li> </ul>
3	SCI E&C Joint Stock Company (Consortium member – Party C)	<ul style="list-style-type: none"> <li>- Procurement, construction, installation, testing, commissioning, and fault correction for the project according to the agreement.</li> <li>- Purchase insurance for the construction project during the construction process. Purchase risk insurance for equipment and personnel involved in the construction work.</li> </ul>

- The Parties agree that:
- + Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, while the Consortium members (Party B and Party C) are responsible to Party A and the Employer for their respective scopes of work. For this purpose, Party A has the right to coordinate all or part of the scope of work of Party B and Party C to Party A or a third party if Party B and Party C do not meet the work requirements under the agreement or for the common benefit of the parties.
- + Party B and Party C are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
- + Construction insurance during the construction process, import-export, licensing and procurement of explosives, construction electricity, and mine clearance (if any) fall under the responsibility of SCI E&C Joint Stock Company.
- + Guarantee fees for the guarantees as required by the EPC Contract (Advance Payment Guarantee, Performance Guarantee, Warranty Guarantee) are the responsibility of SCI Joint Stock Company.

- + Corporate Income Tax (CIT) will be allocated according to the performance ratio of the parties. Personal Income Tax (PIT) will be based on the personal declaration of the parties.
- + Any exchange rate differences (if any) when Party A receives payments from the Employer and makes payments to Party B and Party C will be allocated among the Parties based on the distribution of the work scope.
- + Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
- + EPC Contract value: 74,873,999 US Dollars (Seventy-four million, eight hundred seventy-three thousand, nine hundred ninety-nine US Dollars). The allocated value for the member units of the SCI consortium is as follows:

No.	SCI Consortium		Allocation Ratio	Allocated Value
1	SCI Joint Stock Company	Leading member of the Consortium	4% of the total EPC contract value	2.994.960 USD
2	SCI Consulting Joint Stock Company	Consortium member	96% of the total consultancy value	1.509.312 USD
3	SCI E&C Joint Stock Company	Consortium member	96% of the total construction and equipment value	70.369.727 USD
	<b>TOTAL</b>			<b>74.873.999 USD</b>

### III. Establishment of the Project Management Board

To facilitate the management and execution of the contract if the contract is awarded by the Employer, the Parties agree to:

- Establish a Project Management Board under the leading member of the Consortium – SCI Joint Stock Company, operating according to the functions and tasks assigned by SCI Joint Stock Company, with its own seal.
- The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:
  - + 01 Director of the Management Board.
  - + From 01 to 03 Deputy Directors of the Management Board.
  - + Functional departments.



- + The Management Board represents the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with the Employer / Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc./.
- + Representing the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with individuals and competent government agencies of Laos and Vietnam to implement and resolve issues related to the Project, such as: Local communities in the project area, government authorities at the commune, district, provincial, ministry levels, forestry agencies, police, customs agencies, etc./.
- + Performing other tasks as assigned by SCI Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by SCI Consortium.

## APPENDIX 2

### MAIN CONTENT OF THE EPC CONTRACT FOR THE NAM MO 1 HYDROPOWER PROJECT

Signed between the SCI Consortium (including SCI Joint Stock Company, SCI E&C Joint Stock Company, SCI Consulting Joint Stock Company) (hereinafter referred to as the SCI Consortium) and Phongsubthavy Group Sole Co., Ltd. (Employer).

Project name : Nam Mo 1 Hydropower plant

Capacity : 60 MW + 2% COL

Number of units: 02 units

Location : Xiengkhuang Province, Lao People's Democratic Republic

Employer : Phongsubthavy Group Sole Co., Ltd., a company established under the laws of the Lao People's Democratic Republic with main business location at 88, Nongbeuk-Tay Village, Sikhottabong District, Vientiane Capital, Lao PDR

(Later referred to as Nam Mo 1 Hydropower Sole Co., Ltd., a limited liability company established and registered under the laws of the Lao People's Democratic Republic, Tax Code: 01-00032135, with headquarters located at 88, Nongbeuk-Tay Commune, Sikhottabong District, Vientiane Capital, Lao PDR.)

#### 1. Scope and Content of Work

- Survey, design, procurement, construction, installation, testing, trial operation, and defect correction (if any) for the Nam Mo 1 Hydropower Project (excluding the transmission line from Nam Mo 1 Substation to the connection point) in Xiengkhuang Province, Lao People's Democratic Republic.
- Allocation of primary responsibilities for the consortium members as outlined in [Main Content of the Consortium Agreement], attached to this Proposal.

#### 2. Location and Implementation Schedule

- Construction Location: Xiengkhuang Province, Lao People's Democratic Republic.
- Progress and Construction Plan: Completion period is 39.5 months from the Start Date of Work, including extensions as stipulated in the contract terms.

#### 3. Contract Value, Advance Payment, and Payment

- Contract Value: USD 74,873,999 (Seventy-four million, eight hundred seventy-three thousand, nine hundred ninety-nine US dollars) (excluding VAT).
- The advance payment amounts to USD 7,487,399.90, equivalent to 10% of the Contract Value. The advance payment will be divided into 2 installments, each valued at USD 3,743,699.95, equivalent to 5% of the Contract Value.
- The Employer and Contractor will agree and confirm the completed value monthly based on payment milestones. The Employer will pay up to 97% of the value based

on these milestones, with the remaining 3% paid upon completion and handover of the project for use.

- The contract value is determined in USD. Payment will be made in USD and LAK, with 90% of the Contract Value paid in USD and 10% paid in LAK.

#### **4. Damages Due to Delay**

If the Contractor fails to complete the entire Work, and the COD does not occur within the specified time, the Contractor shall pay the Employer a Delay Compensation amount equal to the revenue the Employer would have earned from the sale of electricity had the delay not occurred. To avoid conflict, this delay compensation is independent of the compensation for damages as specified in the EPC Contract Agreement. However, the value of the delay compensation shall not exceed 8% of the contract value.

#### **5. Contract Bonus**

In the event the Contractor completes the entire Work ahead of schedule, and the COD occurs earlier than the date specified in the EPC Contract Agreement, the Employer will pay the Contractor a bonus equivalent to 20% of the revenue the Employer earns from the early sale of electricity during the commercial operation period. However, the total value of the bonus shall not exceed 8% of the contract value.

#### **6. Minimum Requirements**

- The Contractor hereby commits that the NM1 Plant will be designed and constructed to ensure that after completing the Final Test and during the operation period, the NM1 Plant will have an installed capacity of 60MW + 2% continuous overload (2 Units x 30MW/Unit + 2% continuous overload = 61.2 MW) (hereinafter referred to as the "Required Installed Capacity"). Additionally, the Contractor guarantees that both Units can operate continuously for 36 hours, and one unit can operate continuously for 72 hours under the condition that the reservoir is full.
- The Contractor hereby commits that the NM1 Plant will be capable of generating a minimum output of 230 GWh per year, provided that the average annual inflow rate is 30 m<sup>3</sup>/s, and the Employer strictly complies with the operating procedures set by the Contractor.
- If the NM1 Plant fails to generate the specified amount of electricity or does not meet the Required Installed Capacity, the Contractor shall implement (or arrange for the implementation of) adjustments, improvements, redesign, repairs, or reconstruction of the NM1 Plant to meet the Minimum Requirements. If, after adjustments, improvements, redesign, repairs, or reconstruction, the plant still does not meet the Required Installed Capacity, the Contractor must pay the Employer compensation equal to:  
The difference between the total revenue the Employer would have received or obtained from the sale of electricity if the NM1 Plant met the Required Installed Capacity, and the actual revenue from the sale of electricity, multiplied by the number of years of the concession.



The revenue the Employer would have received or obtained will be calculated in accordance with the tariff provided in the power purchase agreement for the Project. To avoid confusion, this compensation for damages is independent of the compensation for delay.

## APPENDIX 3

### MAIN CONTENT OF THE CONSORTIUM AGREEMENT

(Implementing the Nam Sam 3A hydropower project)

#### I. Members of the Consortium

1. SCI Joint Stock Company
2. SCI E&C Joint Stock Company: *A company specializing in erection and construction within the SCI Group of subsidiary companies*
3. SCI Consulting Joint Stock Company: *A company specializing in construction consulting within the SCI Group of subsidiary companies*
4. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

#### II. Responsibility Allocation

The parties agree to authorize SCI Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
1	SCI Joint Stock Company (Leading member of the Consortium – Party A)	<ul style="list-style-type: none"><li>- Sign the bid letter. Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process;</li><li>- Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties;</li><li>- Manage contract implementation.</li><li>- Represent the Consortium in direct dealings with the Employer and relevant parties regarding contract execution, including signing letters, documents, and related materials.</li><li>- Represent the Consortium in dealings with government agencies in Laos (<i>Tax authorities, etc.</i>) to resolve contract-related issues.</li><li>- Provide guarantees for the Employer according to the agreement.</li><li>- Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties.</li></ul>

No.	Company name	Assigned Tasks
		- Have the right to withhold the amount paid by the Employer to ensure the guarantee requirement from the bank and secure obligations/responsibilities to the Employer according to the agreement.
2	SCI Consulting Joint Stock Company (Consortium member – Party B)	- Surveying for topography, geology, and hydrology. - Technical design (Basic Design). - Detailed design (Detailed Design). - Performing the role of supervising the contractor's construction work.
3	SCI E&C Joint Stock Company (Consortium member – Party C)	- Procurement, construction, installation, testing, commissioning, and fault correction for the project according to the agreement. - Purchase insurance for the construction project during the construction process. Purchase risk insurance for equipment and personnel involved in the construction work.

- The Parties agree that:
- + Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, while the Consortium members (Party B and Party C) are responsible to Party A and the Employer for their respective scopes of work. For this purpose, Party A has the right to coordinate all or part of the scope of work of Party B and Party C to Party A or a third party if Party B and Party C do not meet the work requirements under the agreement or for the common benefit of the parties.
- + Party B and Party C are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
- + Construction insurance during the construction process, import-export, licensing and procurement of explosives, construction electricity, and mine clearance (if any) fall under the responsibility of SCI E&C Joint Stock Company.
- + Guarantee fees for the guarantees as required by the EPC Contract (Advance Payment Guarantee, Performance Guarantee, Warranty Guarantee) are the responsibility of SCI Joint Stock Company.



- + Corporate Income Tax (CIT) will be allocated according to the performance ratio of the parties. Personal Income Tax (PIT) will be based on the personal declaration of the parties.
- + Any exchange rate differences (if any) when Party A receives payments from the Employer and makes payments to Party B and Party C will be allocated among the Parties based on the distribution of the work scope.
- + Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
- + EPC Contract value: 62.974.000 US Dollars (Sixty-two million, nine hundred seventy-four thousand US Dollars). The allocated value for the member units of the SCI consortium is as follows:

No.	SCI Consortium		Allocation Ratio	Allocated Value
1	SCI Joint Stock Company	Leading member of the Consortium	4% of the total EPC contract value	2.518.960 USD
2	SCI Consulting Joint Stock Company	Consortium member	96% of the total consultancy value	1.131.840 USD
3	SCI E&C Joint Stock Company	Consortium member	96% of the total construction and equipment value	59.323.200 USD
	<b>TOTAL</b>			<b>62.974.000 USD</b>

### III. Establishment of the Project Management Board

To facilitate the management and execution of the contract if the contract is awarded by the Employer, the Parties agree to:

- Establish a Project Management Board under the leading member of the Consortium – SCI Joint Stock Company, operating according to the functions and tasks assigned by SCI Joint Stock Company, with its own seal.
- The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:
  - + 01 Director of the Management Board.
  - + From 01 to 03 Deputy Directors of the Management Board.
  - + Functional departments.

- + The Management Board represents the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with the Employer / Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc./.
- + Representing the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with individuals and competent government agencies of Laos and Vietnam to implement and resolve issues related to the Project, such as: Local communities in the project area, government authorities at the commune, district, provincial, ministry levels, forestry agencies, police, customs agencies, etc./.
- + Performing other tasks as assigned by SCI Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by SCI Consortium.

## APPENDIX 4

### MAIN CONTENT OF THE EPC CONTRACT FOR THE NAM SAM 3A HYDROPOWER PROJECT

Signed between the SCI Consortium (including SCI Joint Stock Company, SCI E&C Joint Stock Company, SCI Consulting Joint Stock Company) (hereinafter referred to as the SCI Consortium) and Nam Sam 3A Power Sole Company Limited (Employer).

Project name : Nam Sam 3A Hydropower Plant

Capacity : 45 MW + 2% COL

No.of units : 02 units

Location : Houaphanh Province, Lao People's Democratic Republic

Employer : Nam Sam 3A Power Sole Company Limited, a company established and registered under the laws of the Lao People's Democratic Republic, with headquarters located at 88, Nongbeuk-Tay Commune, Sikhottabong District, Vientiane Capital, Lao PDR.

#### **1. Scope and Content of Work**

- Survey, design, procurement, construction, installation, testing, trial operation, and defect correction (if any) for the Nam Sam 3A Hydropower Project (excluding the transmission line from Nam Sam 3A Substation to Nam Sam 3 Substation) in Houaphanh Province, Lao People's Democratic Republic.
- Allocation of primary responsibilities for the consortium members as outlined in [Main Content of the Consortium Agreement], attached to this Proposal.

#### **2. Location and Implementation Schedule**

- Construction Location: Houaphanh Province, Lao People's Democratic Republic.
- Progress and Construction Plan: Completion period is 39.5 months from the Start Date of Work, including extensions as stipulated in the contract terms.

#### **3. Contract Value, Advance Payment, and Payment**

- Contract Value: USD 62.974.000 (Sixty-two million, nine hundred seventy-four thousand US dollars) (excluding VAT).
- The advance payment amounts to USD 6.297.400, equivalent to 10% of the Contract Value. The advance payment will be divided into 2 installments, each valued at USD 3.148.700, equivalent to 5% of the Contract Value.
- The Employer and Contractor will agree and confirm the completed value monthly based on payment milestones. The Employer will pay up to 97% of the value based on these milestones, with the remaining 3% paid upon completion and handover of the project for use.
- The contract value is determined in USD. Payment will be made in USD and LAK, with 90% of the Contract Value paid in USD and 10% paid in LAK.

#### **4. Damages Due to Delay**



If the Contractor fails to complete the entire Work, and the COD does not occur within the specified time, the Contractor shall pay the Employer a Delay Compensation amount equal to the revenue the Employer would have earned from the sale of electricity had the delay not occurred. To avoid conflict, this delay compensation is independent of the compensation for damages as specified in the EPC Contract Agreement. However, the value of the delay compensation shall not exceed 8% of the contract value.

#### **5. Contract Bonus**

In the event the Contractor completes the entire Work ahead of schedule, and the COD occurs earlier than the date specified in the EPC Contract Agreement, the Employer will pay the Contractor a bonus equivalent to 20% of the revenue the Employer earns from the early sale of electricity during the commercial operation period. However, the total value of the bonus shall not exceed 8% of the contract value.

#### **6. Minimum Requirements**

- The Contractor hereby commits that the NS3A will be designed and constructed to ensure that after completing the Final Test and during the operation period, the Nam Sam 3A Hydropower Plant will have an installed capacity of 45MW + 2% continuous overload (2 Units x 22.5MW/Unit + 2% continuous overload = 45.9 MW) (hereinafter referred to as the "Required Installed Capacity").
- The Contractor hereby commits that the NS3A Plant will be capable of generating a minimum output of 192.5 GWh er year, provided that the average annual inflow rate is 40 m<sup>3</sup>/s, and the Employer strictly complies with the operating procedures set by the Contractor.
- If the Nam Sam 3A Hydropower Plant fails to generate the specified amount of electricity or does not meet the Required Installed Capacity, the Contractor shall implement (or arrange for the implementation of) adjustments, improvements, redesign, repairs, or reconstruction of the NS3A Plant to meet the Minimum Requirements. If, after adjustments, improvements, redesign, repairs, or reconstruction, the plant still does not meet the Required Installed Capacity, the Contractor must pay the Employer compensation equal to:  
The difference between the total revenue the Employer would have received or obtained from the sale of electricity if the NS3A Plant met the Required Installed Capacity, and the actual revenue from the sale of electricity, multiplied by the number of years of the concession.  
The revenue the Employer would have received or obtained will be calculated in accordance with the tariff provided in the power purchase agreement for the Project. To avoid confusion, this compensation for damages is independent of the compensation for delay.

## APPENDIX 5

### MAIN CONTENT OF THE CONSORTIUM AGREEMENT

(Signing contracts for the implementation of several projects in Laos)

#### I. Members of the Consortium

1. SCI Joint Stock Company
2. SCI E&C Joint Stock Company: *A company specializing in erection and construction within the SCI Group of subsidiary companies*
3. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

#### II. Responsibility Allocation

The parties agree to authorize SCI Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
1	SCI Joint Stock Company (Leading member of the Consortium – Party A)	<ul style="list-style-type: none"><li>- Sign the bid letter. Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process;</li><li>- Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties;</li><li>- Manage contract implementation.</li><li>- Represent the Consortium in direct dealings with the Employer and relevant parties regarding contract execution, including signing letters, documents, and related materials.</li><li>- Represent the Consortium in dealings with government agencies in Laos (<i>Tax authorities, etc.</i>) to resolve contract-related issues.</li><li>- Provide guarantees for the Employer according to the agreement.</li><li>- Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties.</li></ul>

No.	Company name	Assigned Tasks
		<ul style="list-style-type: none"> <li>- Have the right to withhold the amount paid by the Employer to ensure the guarantee requirement from the bank and secure obligations/responsibilities to the Employer according to the agreement.</li> <li>- Consulting work: <ul style="list-style-type: none"> <li>+ Surveying for topography, geology, and hydrology.</li> <li>+ Technical design (Basic Design).</li> <li>+ Detailed design (Detailed Design).</li> <li>+ Performing the role of supervising the contractor's construction work.</li> </ul> </li> </ul>
2	SCI E&C Joint Stock Company (Consortium member – Party B)	<ul style="list-style-type: none"> <li>- Procurement, construction, installation, testing, commissioning, and fault correction for the project according to the agreement.</li> <li>- Purchase insurance for the construction project during the construction process. Purchase risk insurance for equipment and personnel involved in the construction work</li> </ul>

- The Parties agree that:
- + Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, Party B are responsible to Party A and the Employer for their respective scopes of work. For this purpose, Party A has the right to coordinate all or part of the scope of work of Party B to Party A or a third party if Party B does not meet the work requirements under the agreement or for the common benefit of the parties.
- + Party B are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
- + Construction insurance during the construction process, import-export, licensing and procurement of explosives, construction electricity, and mine clearance (if any) fall under the responsibility of Party B.
- + Guarantee fees for the guarantees as required by the EPC Contract (Advance Payment Guarantee, Performance Guarantee, Warranty Guarantee) are the responsibility of Party A.



- + Corporate Income Tax (CIT) will be allocated according to the performance ratio of the parties. Personal Income Tax (PIT) will be based on the personal declaration of the parties.
- + Any exchange rate differences (if any) when Party A receives payments from the Employer and makes payments to Party B will be allocated among the Parties based on the distribution of the work scope.
- + Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
- + The value for the scope of work of the Parties will be calculated and added to the Consortium Agreement after the negotiations are completed, the Employer awards the contract, and the Contract is signed. Depending on the specific nature of each Tender Package, the parties will agree on the cost ratio between Party A and the other Parties.

### **III. Establishment of the Project Management Board**

To facilitate the management and execution of the contract if the contract is awarded by the Employer, the Parties agree to:

- Establish a Project Management Board under the leading member of the Consortium – SCI Joint Stock Company, operating according to the functions and tasks assigned by SCI Joint Stock Company, with its own seal.
- The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:
  - + 01 Director of the Management Board.
  - + From 01 to 03 Deputy Directors of the Management Board.
  - + Functional departments.
  - + The Management Board represents the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with the Employer / Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc./.
  - + Representing the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with individuals and competent government agencies of Laos and Vietnam to implement and resolve issues related to the Project, such as: Local communities in the project area, government authorities at the commune, district, provincial, ministry levels, forestry agencies, police, customs agencies, etc./.
  - + Performing other tasks as assigned by SCI Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by SCI Consortium.

## APPENDIX 6

### MAIN CONTENT OF THE CONSULTING CONTRACT

Signed between SCI Joint Stock Company (Party A) and SCI Consulting Joint Stock Company (Party B).

#### **1. Content and Scope of Work**

- Conduct surveys and project designs for the EPC projects won by the SCI Consortium. The main scope of work includes:
  - + Surveying for topography, geology, and hydrology.
  - + Technical design (Basic Design).
  - + Detailed design (Detailed Design).
  - + Performing the role of supervising the contractor's construction work.
- Attend meetings related to contract contents when summoned by Party A during the implementation of contract activities;
- Party B is fully responsible for consulting products. Party B is responsible for defending, explaining documents, records, modifications, additions, and completing the contract documents and products before Party A/ the Employer's Supervisory Consultant/ the Employer, and relevant Lao government agencies [DEM] until approval is obtained.
- Participate in the acceptance of construction phases, testing and commissioning of equipment, and final acceptance of completed items and the entire project as requested by Party A.

#### **2. Location and Implementation Schedule**

- Construction Location: ao People's Democratic Republic.
- Progress and Construction Plan: The progress must comply with the schedule and construction plan agreed upon with the Employer.

#### **3. Contract Value, Advance Payment, and Payment**

##### **3.1. Contract Value**

- The value for the scope of work of Party B will be calculated and agreed upon depending on the specific nature of each tender package.

##### **3.2. Advance Payment and Payment**

- Party A will advance to Party B according to the advance payment ratio from the Employer to Party A within 30 days from the date Party A receives the advance payment from the Employer.
- Payment: Party A will pay the contractor according to work completion milestones, in line with the project implementation schedule.
- The contract value is stipulated in Vietnamese Dong (VND), and the payment currency is VND.

#### **4. Damages Due to Delay**

If the Contractor fails to complete the entire Work, and the COD does not occur within the specified time, the Contractor shall pay the Employer a Delay Compensation amount equal to the revenue the Employer would have earned from the sale of electricity had the delay not occurred. To avoid conflict, this delay

compensation is independent of the compensation for damages as specified in the EPC Contract Agreement. However, the value of the delay compensation shall not exceed 8% of the contract value.

**5. Contract Bonus and Penalties**

- Contract Bonus: Applied according to the regulations in the contract between Party A (*SCI Consortium*) and the Employer. The bonus rate will be allocated according to Party B's scope of work.
- If Party B is delayed (compared to the agreed schedule with Party A) through no fault of Party A, Party B will incur a penalty of 10,000,000 VND (Ten million VND) for each day of delay for each milestone.
- For Party A: If Party A delays payment to the contractor as per the contract, Party A must compensate the contractor at the deposit interest rate applied by the commercial bank where the contractor holds an account, from the first day of delayed payment until Party A fully pays the contractor.
- The application of penalties will not affect Party B's responsibility to compensate for each breach. The penalties and compensations for contract breaches will not reduce Party B's obligation to continue performing the contract.
- Party B is also responsible for compensating Party A for damages according to the provisions of the contract between Party A (*SCI Consortium*) and the Employer for the scope of work assigned to Party B.



**APPENDIX 7**  
**MAIN CONTENT OF THE CONTRACT FOR THE NAM SANNOI – NAM**  
**XAO 1 HYDROPOWER PROJECT**

Signed between the SCI Consortium, including SCI Joint Stock Company, SCI E&C Joint Stock Company (hereinafter referred to as the SCI Consortium), and Nam Sannoi – Nam Xao 1 Energy Sole Company Limited (Employer).

Project name : Nam Sannoi - Nam Xao 1 Hydropower plant

Capacity : 45 MW

Number of units: 02 units

Location : Xiengkhuang Province, Lao People's Democratic Republic

Employer : Nam Sannoi – Nam Xao 1 Energy Sole Company Limited, a company established under the laws of the Lao People's Democratic Republic with main business location at 88, Nongbeuk-Tay Village, Sikhottabong District, Vientiane Capital, Lao PDR

**1. Scope and Content of Work**

- Survey, design, procurement, construction, installation, testing, trial operation, and defect correction (if any) for the Nam Sannoi - Nam Xao 1 Hydropower Project in Xiengkhuang Province, Lao People's Democratic Republic.
- Allocation of primary responsibilities for the consortium members as outlined in Appendix 5 [Main Content of the Consortium Agreement] attached to this Proposal.

**2. Location and Implementation Schedule**

- Construction Location: Xiengkhuang Province, Lao People's Democratic Republic.
- Progress and construction plan: The expected completion milestone is 40 to 45 months. Progress will comply with the schedule and construction plan agreed upon with the Employer.

**3. Contract Value, Advance Payment, and Payment**

**3.1. Contract Value**

- The contract value is approximately 60 to 65 million US Dollars

**3.2. Advance Payment and Payment**

- a) Advance payment:
  - The Employer will advance 10% of the contract value to the Contractor. The advance payment will be divided into 2 installments, equivalent to 5% of the Contract Value. The entire advance amount will be deducted from the payment installments.
- b) Payment:
  - The Employer and Contractor will agree and confirm the completed value monthly based on payment milestones. The Employer will pay up to 97% of the value based

on these milestones, with the remaining 3% paid upon completion and handover of the project for use.

- The contract value is determined in USD. Payment will be made in USD and LAK, with 90% of the Contract Value paid in USD and 10% paid in LAK.

#### **4. Contract Guarantees**

The Contractor must provide the Employer with the following guarantees in the format approved by the Employer:

- Advance Payment Guarantee
- Performance Guarantee
- Warranty Guarantee

#### **5. Damages Due to Delay**

If the Contractor fails to complete the entire Work, and the COD does not occur within the specified time, the Contractor shall pay the Employer a Delay Compensation amount equal to the revenue the Employer would have earned from the sale of electricity had the delay not occurred. To avoid conflict, this delay compensation is independent of the compensation for damages as specified in the EPC Contract Agreement. However, the value of the delay compensation shall not exceed 8% of the contract value.

#### **6. Contract Bonus**

In the event the Contractor completes the entire Work ahead of schedule, and the COD occurs earlier than the date specified in the EPC Contract Agreement, the Employer will pay the Contractor a bonus equivalent to 20% of the revenue the Employer earns from the early sale of electricity during the commercial operation period. However, the total value of the bonus shall not exceed 8% of the contract value.

If the Contractor completes the Work early and the Commercial Operation Date (COD) occurs before the final day of the Completion Period as specified above, the Contractor will only receive the bonus from the Employer after the Employer receives payment for electricity purchase from EVN. If the Contractor completes the Work earlier than the final completion date, but EVN is unable to purchase electricity from the Employer for any reason, and the Commercial Operation Date does not occur before the final day of the Completion Period, the Contractor will not receive the bonus.

#### **7. Minimum Requirements**

- **Required Installed Capacity:** The Contractor hereby commits that the Nam Sannoi – Nam Xao 1 Power Plant is designed and constructed to ensure that, after completing the Final Testing and throughout the operational process, the Nam Sannoi – Nam Xao 1 Power Plant will have an installed capacity of 45 MW (hereinafter referred to as the "Required Installed Capacity").
- **Minimum Output Energy:** The Contractor hereby commits that the Nam Sannoi – Nam Xao 1 Plant will be able to generate a minimum output of 160.50 GWh annually, provided that the average annual water flow is 12 m<sup>3</sup>/s, and the Employer strictly follows the operational procedures developed by the Contractor.

- Standards: The construction and the Nam Sannoi – Nam Xao 1 Plant must comply with the Lao Electrical Power Technical Standards (LEPTS) 2018, internationally recognized standards, the Lao Dam Safety Guidelines, EVN's requirements, applicable laws, and other relevant standards.
- Damage Compensation:

If the Nam Sannoi – Nam Xao 1 Plant fails to generate the prescribed electricity output (Minimum Output Electricity) or does not meet the Required Installed Capacity, the Contractor shall implement (or arrange for the implementation of) adjustments, improvements, redesign, repairs, or reconstruction of the Nam Sannoi – Nam Xao 1 Plant to achieve the Required Installed Capacity. If, after adjustments, improvements, redesign, repairs, or reconstruction, the Nam Sannoi – Nam Xao 1 Plant still fails to meet the Required Installed Capacity, the Contractor must compensate the Employer with an amount equivalent to:

**The difference between the total revenue that the Employer would have received or obtained** from the sale of electricity if the Nam Sannoi – Nam Xao 1 Power Plant met the Required Installed Capacity and the **actual revenue** from the sale of electricity, multiplied by the number of years of the concession.

**The revenue the Employer would have received or obtained** will be calculated in accordance with the tariff provided in the power purchase agreement for the Project. To avoid confusion, this compensation for damages is independent of the compensation for delay.



**APPENDIX 8**  
**MAIN CONTENT OF THE CONTRACT FOR PROJECT 2, PROJECT 3,**  
**PROJECT 4**

Signed between the SCI Consortium, including SCI Joint Stock Company, SCI E&C Joint Stock Company (hereinafter referred to as the SCI Consortium), and Employer.

**1. Scope and Content of Work**

Survey, design, procurement, construction, installation, testing, trial operation, and defect correction (if any).

Allocation of primary responsibilities for the consortium members as outlined in Appendix 5 [Main Content of the Consortium Agreement] attached to this Proposal.

**2. Location and Implementation Schedule**

- Construction Location: Lao People's Democratic Republic.
- Progress and construction plan: Progress will comply with the schedule and construction plan agreed upon with the Employer.

**3. Contract Value, Advance Payment, and Payment**

**3.3. Contract Value**

- Estimated Contract Value:
  - + Project 2 - Nam Mo 1A Hydropower Plant Project: The installed capacity is approximately 40 MW, with an estimated contract value of approximately 56 to 59@ million USD.
  - + Project 3 - In the Lao People's Democratic Republic: The installed capacity is approximately 35 MW, with an estimated contract value of approximately 50 to 55 million USD.
  - + Project 4: Other projects with opportunities for implementation, following a similar implementation method to the projects mentioned in this proposal.

**3.4. Advance Payment and Payment**

**a) Advance payment:**

- The Employer will advance 10% of the contract value to the Contractor. The advance payment will be divided into 2 installments, equivalent to 5% of the Contract Value.
- The entire advance amount will be deducted from the payment installments.

**b) Payment:**

- The Employer and Contractor will agree and confirm the completed value monthly based on payment milestones. The Employer will pay up to 95% of the value based on these milestones, with the remaining 5% paid upon completion and handover of the project for use.
- The contract value is determined in USD. Payment will be made in USD and LAK.

**4. Contract Guarantees**

The Contractor must provide the Employer with the following guarantees in the format approved by the Employer:

- Advance Payment Guarantee
- Performance Guarantee
- Warranty Guarantee

**5. Damages Due to Delay**

If the Contractor fails to complete the entire Work, and the COD does not occur within the specified time, the Contractor shall pay the Employer a Delay Compensation amount equal to the revenue the Employer would have earned from the sale of electricity had the delay not occurred. To avoid conflict, this delay compensation is independent of the compensation for damages as specified in the EPC Contract Agreement. However, the value of the delay compensation shall not exceed 8% of the contract value.

**6. Contract Bonus**

In the event the Contractor completes the entire Work ahead of schedule, and the COD occurs earlier than the date specified in the EPC Contract Agreement, the Employer will pay the Contractor a bonus equivalent to 20% of the revenue the Employer earns from the early sale of electricity, calculated from the actual COD date to the final date of the Completion Period. However, the total value of the bonus shall not exceed 8% of the contract value.

If the Contractor completes the Work early and the Commercial Operation Date (COD) occurs before the final day of the Completion Period as specified above, the Contractor will only receive the bonus from the Employer after the Employer receives payment for electricity purchase from EVN. If the Contractor completes the Work earlier than the final completion date, but EVN is unable to purchase electricity from the Employer for any reason, and the Commercial Operation Date does not occur before the final day of the Completion Period, the Contractor will not receive the bonus.

**7. Minimum Requirements**

- **Required Installed Capacity:** The Contractor hereby commits that the (...) plant is designed and constructed to ensure that, after completing the Final Testing and throughout the operational process, (...) plant will have an installed capacity of (...) MW (hereinafter referred to as the "Required Installed Capacity")
- **Minimum Output Energy:** The Contractor hereby commits that the (...) Plant will be able to generate a minimum output of (...) MWh annually, provided that the average annual water flow is (...) m<sup>3</sup>/s, and the Employer strictly follows the operational procedures developed by the Contractor.
- **Standards:** The construction and the (...) Plant must comply with the Lao Electrical Power Technical Standards (LEPTS) 2018, internationally recognized standards, the Lao Dam Safety Guidelines, EVN's requirements, applicable laws, and other relevant standards:

If the (...) Plant fails to generate the prescribed electricity output (Minimum Output Electricity) or does not meet the Required Installed Capacity, the Contractor shall implement (or arrange for the implementation of) adjustments,

improvements, redesign, repairs, or reconstruction of the (...) Plant to achieve the Required Installed Capacity. If, after adjustments, improvements, redesign, repairs, or reconstruction, the (...) Plant still fails to meet the Required Installed Capacity, the Contractor must compensate the Employer with an amount equivalent to:

**The difference between the total revenue that the Employer would have received or obtained** from the sale of electricity if the Plant met the Required Installed Capacity and the actual revenue from the sale of electricity, multiplied by the number of years of the concession.

**The revenue the Employer would have received or obtained** will be calculated in accordance with the tariff provided in the power purchase agreement for the Project. To avoid confusion, this compensation for damages is independent of the compensation for delay.



**PROPOSAL NO. 11**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
*( Regarding the dismissal and election of additional members of the Board of  
Directors for the 2023 - 2027 term)*

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**To : GENERAL MEETING OF SHAREHOLDERS OF**  
**SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for implementation;*
  - *The Law on Securities No. 54/2019/QH14, amended and supplemented by the Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and guiding documents for implementation;*
  - *The Decree No. 155/2020/ND-CP approved by the Government on December 31, 2020;*
  - *The Charter SCI Joint Stock Company.*
  - *Internal regulations on corporate governance, Regulations on the operation of the Board of Directors .*
1. Dismissal of Mr. Ngo Vu An from the Board of Directors for the 2023 - 2027 term due to his resignation from the date of approval by the 2025 Annual General Meeting of Shareholders.
  2. **Elect 01 additional member of the Board of Directors for the 2023 - 2027 term, specifically:**
    - Number of Board members to be elected: 01 member.
    - Criteria for selecting members of the Board of Directors: according to the provisions of Article 155 of the Law on Enterprises and Article 26 of the Company Charter .
    - The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of Board of Directors members are non-executive members (Board of Directors members who are not the Director , Deputy Director, Chief Accountant and other executives as prescribed by the Company Charter) and there is at least 01 independent Board of Directors member.
    - Maximum number of candidates: Unlimited, based on the nomination and candidacy results of shareholders and groups of shareholders according to the provisions of the Company's Charter and the Regulations on nomination and

election of members of the Board of Directors of SCI Joint Stock Company for the term 2023 - 2027 ;

The Board of Directors respectfully submit to the General Meeting of Shareholders for consideration and approval./.

Recipient:

- *As submitted ;*
- *Retained at BOD.*

ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN



Nguyen Cong Hung

## REGULATION ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS CONDUCTED IN THE FORM OF ONLINE MEETING

### Objectives of the Regulations:

- *Ensure the principles of transparency, fairness, and democracy;*
- *Conduct the General Meeting of Shareholders according to the program of the Meeting, the Charter of Organization and Operation of SCI Joint Stock Company, and the provisions of the law.*

### CHAPTER I. GENERAL PROVISIONS

#### Article 1. Applicable Parties

All shareholders and authorized representatives of shareholders who are eligible to attend, and guests of the 2025 Annual General Meeting of Shareholders of SCI Joint Stock Company, must comply with the provisions of these Regulations, the Charter of Organization and Operation of SCI Joint Stock Company, and the current laws.

#### Article 2. Scope of Application

These regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of SCI Joint Stock Company, which will be conducted online, and stipulate the method of voting via electronic ballots by shareholders at the online General Meeting of Shareholders.

#### Article 3. Definitions

In these regulations, the following terms are known as follows:

**1. Shareholder:** A person who owns at least one share of SCI Joint Stock Company, whose name is on the list of shareholders entitled to attend the General Meeting of Shareholders as of March 5, 2025, provided by the Vietnam Securities Depository and Clearing Corporation, or a person who is duly authorized in writing by a shareholder and has been issued a login account by the company to register to attend the online General Meeting of Shareholders and vote electronically.

**2. Online General Meeting:** A form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to attend the meeting, discuss, and vote on the issues of the meeting.

**3. Venue of the Online General Meeting:** Includes the main venue and other venues. The main venue is where the Presidium attends and chairs the meeting, and other venues are where shareholders log into the EzGSM system using the login accounts provided by the company to attend the online General Meeting.

**4. Electronic Voting:** The process by which shareholders vote and elect through the EzGSM system as stipulated in these Regulations.



5. *Electronic Means*: Means operating based on electrical, electronic, digital, magnetic, wireless, optical, electromagnetic, or similar technology.

6. *Online General Meeting Registration*: The process by which shareholders use login information to access the system and register to attend the online General Meeting in accordance with these Regulations and the company's guidelines.

7. *Login Information*: Includes **Username** and **Password** uniquely provided by the company to each shareholder in the meeting invitation. Shareholders are responsible for maintaining the confidentiality of the login information and other identifying factors to ensure that only the shareholder has the right to use the login information to attend and vote on the system.

8. *Session*: The time from when a shareholder successfully logs into the System until: (i) the shareholder logs out of the System; (ii) the shareholder logs in on another device; (iii) the online General Meeting concludes; (iv) the shareholder forcefully closes the System.

9. *System*: The collective technical infrastructure for organizing and operating the online General Meeting and electronic voting.

10. *System Opening Time*: The time at which shareholders can start accessing, reading documents, registering to attend the online General Meeting, and voting on the issues to be voted on at the Meeting. The system will close access according to the announcement of the Chairman or the Meeting Organizing Committee.

## **CHAPTER II. CONTENT OF THE REGULATION**

### **Article 4. Conditions and Methods for Conducting the Online General Meeting**

1. The Board of Directors is responsible for convening the General Meeting of Shareholders in the form of an online meeting in accordance with the Charter of Organization and Operation of SCI Joint Stock Company and the current laws.

2. Shareholders registered to attend the meeting as prescribed in these Regulations form the basis for determining the attendance ratio to proceed with organizing the online General Meeting.

3. The General Meeting of Shareholders is conducted when shareholders representing more than 50% of the total voting shares are present. At the time of the opening of the Meeting, the number of shareholders is determined by the definition in Article 3.

If the required number of shareholders is not met, within 30 minutes from the scheduled start time of the Meeting, the convener will cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 days from the intended date of the first meeting.

4. The system for organizing the online General Meeting and electronic voting must meet the following conditions:

- The system must be maintained safely and stably, ready to meet the connection and attendance requirements of shareholders.



- The main venue must ensure the conditions of sound, lighting, transmission lines, power sources, electronic means, and other equipment as required by the nature of the online meeting.

- Ensure information security, maintain the confidentiality of login accounts to the System. All information received and provided on the System must ensure information security principles and comply with the provisions of the Law on Cybersecurity.

- The electronic data of the online General Meeting program must be recorded, stored, and used in accordance with regulations.

#### **Article 5. Conditions for Attending the Meeting**

Shareholders of the company as listed on March 28, 2025, provided by the Vietnam Securities Depository and Clearing Corporation, have the right to attend the General Meeting of Shareholders. Shareholders may attend the meeting online, vote electronically, or authorize representatives to attend and vote on their behalf. If a shareholder is an organization holding at least 5% of the total voting shares and has more than one authorized representative attending the General Meeting, the specific number of shares and votes for each representative must be determined.

#### **Article 6. Guests at the Main Venue of the Online General Meeting**

Includes individuals holding management positions of SCI Joint Stock Company, representatives of state management agencies, and representatives of the audit firm.

#### **Article 7. Rights and Obligations of Shareholders**

- Attend the online General Meeting and vote on all issues of the Meeting according to the Charter of Organization and Operation of SCI Joint Stock Company, these Regulations, and the guidelines on the website: <http://www.scigroup.vn>

- Have the right to express opinions and discuss at the Meeting as stipulated in Article 15 of these Regulations.

- Comply with the chairing board's direction, not causing disorder or disturbance during the Meeting.

- Register accurate mobile phone numbers, contact addresses, and email addresses to receive invitations and/or instructions for registering to attend the online General Meeting and electronic voting. Shareholders are fully responsible for the accuracy of the registered information. In case of needing adjustments or guidance, shareholders should contact the organizing committee at the phone number provided in the Invitation/Notification letter.

- Shareholders must prepare and use appropriate online meeting devices with internet connectivity to ensure they can follow the proceedings of the online General Meeting.

- All electronic voting results of shareholders are considered their will. Voting results via electronic methods have full legal validity as voting at a physical meeting.

- Use the login information provided by the company to access, attend, and vote electronically on all voting contents of the Meeting. Shareholders are responsible and cannot complain if they leave the system for any reason or allow others to use their login

information to access the System during the Meeting from the time the System opens for registration, discussion, and voting until it closes.

- Maintain the confidentiality of their login information to ensure only shareholders have the right to attend and vote electronically on the system. The company will provide maximum support to ensure shareholders can attend and vote at the General Meeting but is not responsible for issues arising from shareholders losing their login information. In case of authorizing attendance, shareholders and authorized representatives are responsible for the authorization and electronic voting results according to the provided login information.

- If shareholders who have registered to attend the online General Meeting are unable to continuously attend until the end of the program, they may vote on the required consultation contents before logging out of the System.

#### **Article 8. The Organizing Committee of the Meeting**

1. The Organizing Committee of the meeting is an entity established by the Board of Directors. The number and composition of the Organizing Committee are determined by the Board of Directors.

2. The responsibilities of the Organizing Committee are as follows:

- a. To carry out the tasks specified in these Rules of Procedure.
- b. To provide guidance and serve as the primary point of contact for shareholders regarding registration for the online General Meeting and electronic voting.
- c. To prepare the electronic means and physical facilities required to organize the online General Meeting and electronic voting.
- d. To perform other tasks as directed by the Board of Directors.

#### **Article 9. The Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee is a supporting body for the Organizing Committee. It consists of 03 members, including 01 Head and 02 members.

2. The responsibilities of the Shareholder Eligibility Verification Committee are:

- a. To verify the eligibility of shareholders registered to attend the online General Meeting according to the legal regulations, the Charter of Organization and Operations of the company, and these Rules of Procedure.
- b. To report to the online General Meeting on the shareholder attendance ratio.

3. Verification method: The Shareholder Status Verification Committee uses the login information from shareholders' accounts as the basis to determine the number of shareholders attending the online General Meeting.

#### **Article 10. The Presidium**

1. The Presidium consists of 03 members, with the Chairman of the Board of Directors acting as the meeting's Chairperson.

2. The duties of the Presidium:

- Conduct the online General Meeting in accordance with these Regulations and the content of the program approved by the General Meeting of Shareholders;
- The Chairperson works on the principle of democratic centralism and makes decisions by majority;

- Guide the General Meeting in discussing and voting on the issues in the agenda of the Meeting and related matters throughout the General Meeting.

3. Rights of the Presidium:

- The Presidium has the right to perform tasks deemed necessary to properly and orderly conduct the online General Meeting according to the approved program and reflect the wishes of the majority of the shareholders attending the meeting:

- The Presidium's decisions on procedural issues or events arising outside the program of the online General Meeting are the highest adjudication.

**Article 11. The Secretariat**

The Chairperson appoints one or more persons as the Secretariat of the meeting. The Secretariat performs the following tasks:

a. Compile the opinions of shareholders during the online General Meeting and submit them to the Presidium.

b. Fully and faithfully record the entire proceedings of the online General Meeting and the issues approved or noted by the shareholders at the Meeting

c. Draft the Minutes and Resolutions for the General Meeting to approve before the conclusion of the meeting.

d. Perform other tasks as assigned by the Chairperson.

**Article 12. Vote Counting Committee**

The Chairperson introduces the members of the Vote Counting Committee for approval by the General Meeting. The Vote Counting Committee has the following rights and obligations:

1. Guide shareholders on voting and election procedures at the online General Meeting.

2. Conduct the vote counting for resolutions and elections;

3. Prepare and announce the Vote Counting Minutes and election results before the General Meeting of Shareholders.

**Article 13. Registration for Attending the Online General Meeting of Shareholders (Check-in)**

1. Each shareholder on the list of shareholders eligible to attend the 2025 General Meeting of Shareholders of the company will be provided with one and only one username and password to access the online General Meeting of Shareholders and vote electronically. Shareholders, upon receiving the invitation letter with login information and other identifying details, are responsible for keeping their information secure to ensure that only they can participate and vote on the system. They must prepare the necessary equipment and internet connections to access and use the online General Meeting software according to the company's instructions. SCI Corporation will provide maximum support to ensure shareholders can attend and vote at the General Meeting of Shareholders according to the common program but is not responsible for any issues arising from lost login information or access errors caused by the shareholder's device or internet connection.

2. Shareholders must provide their personal information and address to the company as required. To protect shareholders' personal information, the company may request shareholders to resubmit their personal details, at a minimum including: ID number, mobile phone number, email address, and contact address. The company may send login information, including username and password, to shareholders via email or other methods based on the shareholder's registered details.

3. SCI Joint Stock Company recommends: upon receiving the login information, including at least the username and password, shareholders should access the system to change the login password to ensure information security.

4. Shareholders are considered to have attended the General Meeting of Shareholders online only when they have successfully registered their participation on the system.

5. Shareholders who register to attend the online General Meeting after the meeting has started are still allowed to register and will have the right to vote after completing the registration. The Chairperson is not obligated to pause the meeting, and the validity of votes cast before their registration will not be affected.

6. Shareholders can authorize others to attend in accordance with the company's Charter. In this case, if the authorized representative is not a shareholder of the company, after receiving written authorization from the shareholder and valid confirmation from the authorized person, the company will provide a username and password for the authorized representative to act on behalf of the shareholder to perform the rights and obligations as specified in the authorization. SCI Joint Stock Company will provide login information to the authorized representative via email or other methods based on the shareholder's registration details. The shareholder is fully responsible for the authorization information sent to the company.

7. Shareholders may revoke the authorization but must send an official document to request the revocation of the authorization to the company before the meeting begins. The revocation of authorization will not be valid if the authorized representative has already confirmed attendance at the online General Meeting and cast votes on any issues in the meeting's agenda.

#### **Article 14. Voting on Issues at the General Meeting**

##### ***1. Voting Time***

a. Shareholders have the right to vote from the moment the voting system is activated until the voting period ends as announced by the Chairperson of the meeting. If a shareholder has voted but wants to change their opinion, they must do so before the voting period ends. The final vote recorded by the system before the voting period ends will be considered valid and counted in the vote tally.

b. Before the voting period ends, shareholders will only see the result of their own vote. After the voting period ends, shareholders will be informed of the overall voting result for each issue, as announced by the Chairperson or the Vote Counting Committee.

##### ***2. Voting Method***



a. Shareholders use the login information provided by the company in the invitation letter to access the website: <https://ezgsm.fpts.com.vn>, following the instructions available on the website: <http://www.scigroup.vn> to cast their votes.

b. Shareholders will choose one of the three options: "Agree," "Disagree," or "No Opinion" for each item and then click the "Vote" button to save and submit their vote to the system. Before the voting period ends, shareholders can change their vote by selecting another option and clicking the "Change Vote" button to confirm their final vote.

Depending on the meeting agenda and developments, voting on agenda items may occur in multiple rounds. Shareholders attending the online meeting must adhere to the voting time for each round, as announced by the Chairperson and notified by the electronic voting system. Shareholders must vote on all issues within each round of voting. Invalid votes include those where no option is selected. The electronic voting system will alert shareholders if their vote is invalid, and shareholders must correct their votes and submit them again. Invalid votes will not be counted, and the shareholder will be considered as participating but not voting on those issues (vote not recorded).

c. A shareholder is eligible to vote if they have registered to attend the online General Meeting by the time voting starts. The number of eligible voting shareholders will be used to determine the voting ratio for each shareholder.

d. During the meeting, the Chairperson must announce the closing time for voting on the system, so shareholders can exercise their voting rights. If shareholders experience any technical issues while voting, they can contact the hotline number provided by the General Meeting Organizing Committee for assistance in completing the vote. Once the system closes the voting for any agenda item, shareholders can no longer make any changes to their vote. The vote result recorded in the system under the shareholder's login information will be final and cannot be disputed or contested.

e. If the meeting agenda is supplemented with items proposed by shareholders or shareholder groups that have been approved by the General Meeting, shareholders will vote on these additional items. If a shareholder does not vote on the new items, they will be considered as not voting on those issues.

f. Shareholders can change their votes or election results multiple times but cannot cancel or delete a vote once it has been cast in the system

### ***3. Voting Regulations***

- a. Each share owned or represented corresponds to one voting unit;
- b. Resolutions on the following matters are approved if supported by shareholders representing at least 65% of the total votes of all shareholders present and voting at the meeting, except in cases specified in Clause 3, 4, and 6 of Article 148 of the Enterprise Law:
  - Type of shares and the total number of shares of each type;
  - Changes to the company's business sectors and fields;
  - Changes to the organizational structure of the company's management;

- Investment projects or sales of assets valued at 35% or more of the total asset value as stated in the company's most recent financial report
- Resolutions on other matters, except for those specified in Clause b and Clause 3, 4, and 6 of Article 148 of the Enterprise Law, are approved if supported by shareholders representing more than 50% of the total votes of all shareholders present and voting at the meeting.
- c. The election of members of the Board of Directors and the Supervisory Board must be carried out using a cumulative voting method, in accordance with the provisions of the Enterprise Law and the election regulations approved by the General Meeting of Shareholders.

#### **4. Voting Method and Results**

- a. The Vote Counting Committee, as approved by the General Meeting of Shareholders, is responsible for checking the results of the electronic voting and compiling the vote tally.
- b. The electronic voting system records the number of ballots issued, the number of ballots received, the number of invalid ballots, and the percentage of votes based on the total number of votes of all shareholders present and voting at the meeting.
- c. All received votes recorded by the electronic voting system are considered valid votes.
- d. Each delegate's vote is recorded by the system, including the number of votes in favor, against, and abstaining.
- e. The voting results will be announced by the Chairperson or the Vote Counting Committee immediately during the online meeting.

#### **Article 15. Discussion at the Online General Meeting**

- 1. Discussions are only allowed during the specified time and within the scope of the issues presented in the agenda of the General Shareholders' Meeting.
- 2. Shareholders shall discuss according to the Chairman's guidance throughout the online meeting.
- 3. Shareholders may participate in the discussion at the online meeting by submitting their opinions through the direct connection methods provided by the company on the company's website. The Secretariat is responsible for collecting shareholders' opinions and submitting them to the Chairman, and also for recording the shareholders' name, shareholder code (if any), and the content of their question.
- 4. In case of time limitations during the meeting, questions that are not answered directly during the meeting will be responded to by the company in an appropriate manner afterward.

#### **Article 16. Minutes and Resolutions of the General Shareholders' Meeting**

All matters discussed at the online General Shareholders' Meeting must be recorded in the meeting minutes by the Secretariat. The resolutions of the meeting must be read and approved before the meeting is concluded.

### **CHAPTER III. ENFORCEMENT EFFECTIVENESS**

#### **Article 17. Enforcement Effectiveness**

The working regulations of the 2025 Annual General Meeting of Shareholders of SCI Joint Stock Company conducted in the form of an online meeting and electronic voting consist of 17 Articles and are effective from the time approved by the General Meeting of Shareholders.

*Hanoi, April 10<sup>th</sup>, 2025*

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**



**Nguyen Cong Hung**



## **ELECTION REGULATIONS**

### **MEMBER OF THE BOARD OF DIRECTORS FOR TERM 2023 – 2027**

### **AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The election of additional members of the Board of Directors (BOD) for the 2023 - 2027 term at the 2025 Annual General Meeting of Shareholders of SCI Joint Stock Company is conducted according to the following regulations :

#### **Article 1. Subjects of regulation and scope of application**

This regulation applies to the election of additional members of the Board of Directors of SCI Joint Stock Company ("SCI") for 2023 - 2027.

These Regulations apply to all shareholders owning shares of SCI or those duly authorized to attend (collectively referred to as "Delegate").

#### **Article 2. General Provisions**

**1. Terms used in these Election Regulations** but not defined shall have the meaning as prescribed in the Working Regulations at the 2025 Annual General Meeting of Shareholders.

**2. The election of members of the Board of Directors** is assigned by the SCI General Meeting of Shareholders to the Ballot Counting Committee. The Ballot Counting Committee consists of 03 members, approved by the General Meeting of Shareholders. Members of the Ballot Counting Committee cannot be on the list of candidates.

**3. Specific election organization work includes :**

- Check and announce the list of candidates for the Board of Directors;
- Conduct the election and record the vote counting results from the software of the online Congress system and electronic voting;
- Prepare minutes of vote counting and announce vote counting results before the General Meeting of Shareholders ;
- Together with the Chairman of the meeting, review and resolve complaints and denunciations about candidates as well as election results (if any) and report to the General Meeting of Shareholders for decision.

**4. Principles of Board of Directors election**

- Ensure compliance with legal regulations, SCI Charter , ensure democracy and fairness ;
- The number of additional Board members to be elected for the 2023-2027 term is: 01 member.
- The election of members of the Board of Directors is conducted on the basis of the List of valid candidates. Stated in Article 6 of these Regulations.

**5. Board of Directors candidate criteria**

Members of the Board of Directors must meet the standards and conditions prescribed in Article 155 of the Law on Enterprises 2020 and Article 26 of the SCI Charter.



6. **List of candidates for the Board of Directors:** is established based on nominations by shareholders or candidacy by individual shareholders who meet the conditions prescribed by law and regulations of SCI's Charter. The current Board of Directors of SCI is responsible for receiving the dossiers and list of nominated candidates, publishing the personal information of the candidates, and checking the list before conducting the election to ensure that there is no violation of the law and SCI's Charter.

If the number of candidates for the Board of Directors through nomination and candidacy is still not met, the current Board of Directors will meet and decide to introduce/ organize nominations. Supplement candidates with the condition that the nominated candidates must ensure the standards and conditions of the Board of Directors as prescribed by law, SCI Charter, and this Election Regulation.

#### 7. **Ballot**

The ballots have been pre-installed on the electronic voting system. Delegates prepare their own electronic devices connected to the internet (e.g. computers, tablets, mobile phones ...) to log into the system to attend the online General Meeting of Shareholders and vote via electronic voting.

#### 8. **How to vote through the electronic voting system**

- From the time the Electronic Voting System is opened, Delegates can conduct additional elections for Board of Directors members for the 2023 - 2027 term.
- The election end time is displayed on the Electronic Voting System notice for shareholders to easily follow. After the election voting time ends, the system will no longer record the electronic voting results of the Delegates.
- The election of additional members of the Board of Directors is carried out by cumulative voting, whereby the Delegate has the number of votes equal to the total number of shares owned multiplied by the number of elected members of the Board of Directors and the Delegate has the right to accumulate all of his votes for one or more candidates but not exceeding the number of members of the Board of Directors to be elected as approved by the General Meeting of Shareholders.
- + Delegates check the box in the column " Cumulative voting " corresponding to the selected candidate.
- + In case of not voting for any candidate, shareholders click Vote and confirm blank votes to send the results to the system.
- The total number of votes that the Delegate casts for the Board of Directors candidates must not exceed the total number of votes that the Delegate owns ( shown on the Ballot). The system will automatically warn if the Delegate does not comply with this regulation. The Delegate is responsible for adjusting the valid ballot to send back to the system. Invalid ballots will not be recorded by the system, and the Delegate is considered as not voting for this election content (Ballots will not be collected).
- After completing the Ballot Form as instructed above, the Delegate clicks " Vote " to save and send election results to the system.
- Delegates can change the election plan before pressing the "Vote" button but cannot cancel the election results after pressing "Vote".

- The system records the final election results at the end of the election period as prescribed.

9. The Vote Counting Committee shall record the vote counting results honestly, accurately, and completely and shall be responsible to the Chairman of the meeting and the entire General Meeting of Shareholders. The vote counting must be conducted immediately after the voting ends.

10. The Vote Counting Committee is responsible for making a record of the vote-counting results and announcing the vote-counting results to the General Meeting of Shareholders. The record and all electronic data on the election must be stored at SCI headquarters.

**11. How to determine the winner**

- The elected candidates are those with the highest number of votes from top to bottom until the number of elected Board of Directors members approved by the General Meeting of Shareholders is sufficient ;

- In case the number of candidates who have received valid votes according to the above principles in descending order is greater than the number of members required to be elected at maximum according to regulations because many people have received the same number of votes, the General Meeting of Shareholders shall decide to re-elect those people only.

12. **Complaints:** If there are any fraudulent acts or violations of the law or the SCI Charter related to this election, all shareholders/ shareholder representatives have the right to question. The meeting chair and the Vote Counting Committee are responsible for explaining and clarifying all questions raised by shareholders and must be responsible before the General Meeting of Shareholders.

**Article 3. Entry into force**

1. These election regulations are read in advance. General meeting of shareholders and voting of all shareholders before proceeding.

2. If possible The General Meeting of Shareholders approved with at least 1 percentage according to the provisions of The Rules shall be effective as follows: effective immediately. Above This is the full text of the Regulations on the election of members of the Board of Directors of SCI Joint Stock Company. Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

*Hanoi, April 10<sup>th</sup>, 2025*

**ON BEHALF OF THE BOARD  
OF DIRECTORS**

**CHAIRMAN**



**Nguyen Cong Hung**





CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập – Tự do – Hạnh phúc

## SƠ YẾU LÝ LỊCH

(Dùng cho người ứng cử/đề cử bầu làm thành viên HĐQT)

1. Họ và tên: : Nguyễn Anh Huy  
Giới tính: Nam/Nữ: Nam  
2. Ngày tháng năm sinh: 25/02/1979  
Nơi sinh: Quận Hải Châu, Thành phố Đà Nẵng.  
3. Quốc tịch: Việt Nam  
4. Số CCCD:                      Cấp ngày                      Tại Cục cảnh sát quản lý hành chính về trật tự xã hội  
5. Địa chỉ thường trú: l  
6. Số điện thoại liên lạc:                      Email: huyna@scigroup.vn  
7. Trình độ văn hoá: 12/12.  
8. Trình độ chuyên môn nghiệp vụ: Kỹ sư kỹ thuật xây dựng.  
9. Quá trình công tác:

Thời gian	Quá trình công tác, nghề nghiệp và chức vụ đã làm qua (làm gì, ở đâu)	Ghi chú
Từ 05/2002 – 12/2006	Tổng công ty xây dựng số 1 Công ty xây dựng số 8	Nhân viên Ban điều hành Dự án TN & VS Đà Nẵng
Từ 01/2007 – 12/2007	Công ty cổ phần Đầu tư Xây dựng Trung Nam	Trợ lý Tổng Giám đốc
Từ 01/2008 – 08/2009	Công ty cổ phần Viễn Đông Meridian	Trưởng phòng Kế hoạch, Kỹ thuật
Từ 09/2009 – 07/2018	Công ty TNHH MTV Đầu tư BT Trung Nam	Giám đốc Doanh nghiệp dự án
Từ 08/2018 – 08/2021	Công ty cổ phần Phát triển Khu công nghệ thông tin Đà Nẵng.	Giám đốc điều hành
Từ 09/2021- 08/2024	Công ty cổ phần Trung Nam Electronics Manufacturing Services.	Giám đốc điều hành
Từ 12/2024 – đến nay	Công ty cổ phần SCI	Trợ lý Tổng Giám đốc

10. Chức vụ hiện nay tại Công ty cổ phần SCI: Trợ lý TGD  
11. Các chức vụ hiện đang nắm giữ tại tổ chức khác: Phó Giám đốc Công ty TNHH SCI Năng Lượng.  
12. Số CP nắm giữ (tính đến ngày ĐKCC) tại Công ty Cổ phần SCI: Không  
13. Các cam kết nắm giữ (nếu có): Không

14. Danh sách người có liên quan của người khai:

STT	Tên cá nhân/tổ chức	Số CMND/Hộ chiếu (đối với cá nhân) hoặc Số GCN đăng ký doanh nghiệp, Giấy phép hoạt động hoặc giấy tờ pháp lý tương đương (đối với tổ chức), ngày cấp, nơi cấp	Số lượng CP nắm giữ, tỷ lệ sở hữu trên vốn điều lệ của công ty cổ phần SCI (nếu có)	Mối quan hệ với người khai
1	Bùi Thanh Hải		0	Vợ
2	Nguyễn Duy Anh		0	Con đẻ
3	Nguyễn Bùi Khánh An		0	Con đẻ
4	Hà Thị Thu		0	Mẹ đẻ
5	Nguyễn Thị Hòa		0	Mẹ vợ
6	Nguyễn Anh Khoa		0	Em trai

15. Lợi ích liên quan đối với Công ty cổ phần SCI (nếu có):

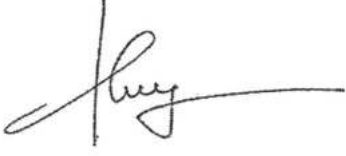
16. Quyền lợi mâu thuẫn với Công ty cổ phần SCI (nếu có):

17. Quyền lợi mâu thuẫn với Công ty cổ phần SCI (nếu có):

Tôi xin cam đoan những lời khai trên là hoàn toàn đúng sự thật, nếu sai tôi xin chịu trách nhiệm trước pháp luật.

**XÁC NHẬN CỦA CHÍNH QUYỀN ĐỊA  
PHƯƠNG HOẶC NƠI CÔNG TÁC (NẾU CẦN)**

**NGƯỜI KHAI**  
(ký, ghi rõ họ tên)

  
Nguyễn Anh Khoa

\*Người có liên quan theo quy định tại khoản 23 Điều 4 Luật doanh nghiệp 2020, khoản 46 Điều 4 Luật Chứng khoán 2019.