

No: 02 /CT-HDQT

Binh Phuoc, January 20/2025

## REPORT ON CORPORATE GOVERNANCE YEAR 2024

To:

- The State Securities Commission,
- Ho Chi Minh Stock Exchange.

- Name of company: Can Don Hydro Power Joint Stock Company
- Address of head office: Thanh Binh Town, Bu Dop District, Binh Phuoc Province
- Telephone: 02713 563 359 Fax: 02713 563 133 Email: info@candon.com.vn
- Charter capital: 689,986,200,000 VND
- Stock symbol: SJD
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and Director
- The implementation of internal audit: Not yet implemented

### I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders:

No.	Resolution/Decision No.	Date	Content
1	01/2024/NQ-DHDCD	28/06/2024	Resolution of the Annual General Meeting of Shareholders 2024 Can Don Joint Stock Hydropower JSC

### II. Board of Directors

#### 1. Information about the members of the Board of Directors

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Pham Duc Thanh	Chairman of The Board of Directors	28/06/2024	
2	Mr. Pham Van Viet	Chairman of The Board of Directors	30/06/2019	28/06/2024
3	Mr. Nguyen Quang Tuyen	Member of the BOD	10/06/2015	

4	Ms. Nguyen Hong Van	Member of the BOD	27/4/2017	
5	Mr. Tran Duc Tan	Member of the BOD	30/6/2019	
6	Mr. Do Duc Manh	Member of the BOD	30/06/2023	

## 2. Meetings of the Board of Directors

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Pham Duc Thanh	03	100%	Appointed on 28/6/2024
2	Mr. Pham Van Viet	02	100%	Dismissed on 28/6/2024
3	Mr. Nguyen Quang Tuyen	05	100%	
4	Ms. Nguyen Hong Van	05	100%	
5	Mr. Tran Duc Tan	05	100%	
6	Mr. Do Duc Manh	03	60%	On a business trip

## 3. Supervising the Board of Management by the Board of Directors:

With its roles, responsibilities, and authority, the Board of Directors has overseen the activities of the General Director through the following tasks:

- Human resource management;

- The Board of Directors has closely coordinated with the Board of Supervisors to monitor and support the Executive Board in enhancing the efficiency of the control system, ensuring the appropriateness and reliability of financial reports as well as corporate governance. Feedback from the Board of Supervisors and the Executive Board has been carefully considered in the decisions of the Board of Directors. During quarterly meetings, the Board of Directors discussed and passed resolutions/minutes regarding the evaluation of the previous quarter's performance, the implementation of the next quarter's plan, and other related matters to provide a basis for the General Director's implementation.

In addition to exchanges with the Executive Board during regular meetings, the Board of Directors regularly communicates via email and phone to address issues, monitor implementation progress, operational plans, and the execution of the Board of Directors' resolutions and decisions.

Furthermore, the supervision of the General Director is carried out through reports submitted by the General Director to members of the Board of Directors and the Board of Supervisors.

**4. Activities of the Board of Directors' subcommittees (If any):** None.

**5. Resolutions/Decisions of the Board of Directors (annual report):**

*5.1 Resolutions of the Board of Directors*

No.	Resolution No.	Date	Content
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1	01/NQ-HDQT	02/01/2024	Resolution on assigning tasks to the officer in charge of the company's Finance and Accounting Department.
2	02/NQ-HDQT	26/01/2024	Resolution on the Q1-2024 regular meeting of the Company's Board of Directors.
3	03/NQ-HDQT	28/03/2024	Resolution on approving the business operation expense plan for 2024.
4	04/NQ-HDQT	29/03/2024	Resolution on approving the audited financial statements for 2023.
5	05/NQ-HDQT	03/04/2024	Resolution on extending the timeline for organizing the 2024 Annual General Meeting of Shareholders.
6	06/NQ-HDQT	25/04/2024	Resolution on finalizing the shareholder list for the 2024 Annual General Meeting of Shareholders.
7	07/NQ-HDQT	26/04/2024	Resolution on reorganizing and managing company houses and land.
8	08/NQ-HDQT	04/06/2024	Resolution on the Q2-2024 regular meeting of the Company's Board of Directors.
9	09/NQ-HDQT	04/06/2024	Resolution on approving litigation against three individuals at the
10	10/NQ-HDQT	04/06/2024	Resolution on approving the organization plan and documents for the 2024 Annual General Meeting of Shareholders.
11	11/NQ-HDQT	11/06/2024	Resolution on implementing content from document No. 466/TCT-TCKT
12	12/NQ-HDQT	18/06/2024	Resolution on approving the workplace democracy regulation for
13	13/NQ-HDQT	28/06/2024	Resolution on appointing the Chairman of the Board of Directors.
14	14/NQ-HDQT	28/06/2024	Resolution on approving the 2023 salary fund finalization.
15	15/NQ-HDQT	28/06/2024	Resolution on approving the 2024 salary fund plan.
16	16/NQ-HDQT	02/07/2024	Resolution on selecting the audit firm for the 2024 financial
17	17/NQ-HDQT	08/07/2024	Resolution on issuing the Charter for the company's organization and
18	18/NQ-HDQT	08/07/2024	Resolution on appointing a Corporate Governance Officer and
19	19/NQ-HDQT	24/07/2024	Resolution on approving the reconciliation plan with Mr. Nguyen
20	20/NQ-HDQT	29/07/2024	Resolution on adjusting the debt repayment plan for Song Da Tay
21	21/NQ-HDQT	30/07/2024	Resolution on providing irrigation water from Can Don Hydropower
22	22/NQ-HDQT	02/08/2024	Resolution on approving the 2024 business operation expense plan.
23	23/NQ-HDQT	02/08/2024	Resolution on repairing the DCS system of Can Don Hydropower
24	24/NQ-HDQT	06/08/2024	Resolution on the Q3-2024 regular meeting of the Board of Directors.

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25	25/NQ-HDQT	14/08/2024	Resolution on issuing the regulation on using the company's Reward
26	26/NQ-HDQT	14/08/2024	Resolution on approving the 2024 Reward Fund and Welfare Fund
27	27/NQ-HDQT	23/08/2024	Resolution on approving the reviewed financial statements for the
28	28/NQ-HDQT	10/09/2024	Resolution on the technical and economic assessment package for
29	29/NQ-HDQT	11/09/2024	Resolution on approving the negotiation plan for debt settlement.
30	30/NQ-HDQT	11/09/2024	Resolution on approving the draft annex to the Loan Agreement
31	31/NQ-HDQT	18/09/2024	Resolution on issuing the Financial Regulation for Can Don Hydropower ISC
32	32/NQ-HDQT	18/09/2024	Resolution on approving contents for the 2024 Annual General Meeting of
33	33/NQ-HDQT	25/09/2024	Resolution on approving technical solutions and cost estimates for the
34	34/NQ-HDQT	30/09/2024	Resolution on approving the amendment to Annex 13 of the Power Purchase Agreement for Na
35	35/NQ-HDQT	09/10/2024	Resolution on the Q4-2024 regular meeting of the Board of Directors
36	36/NQ-HDQT	21/10/2024	Resolution on appointing personnel at Can Don Hydropower JSC.
37	37/NQ-HDQT	23/10/2024	Resolution on distributing dividends for 2023
38	38/NQ-HDQT	14/11/2024	Resolution on personnel matters at Song Da Tay Nguyen JSC for the
39	39/NQ-HDQT	21/11/2024	Resolution on initiating research into investment projects
40	40/NQ-HDQT	26/11/2024	Resolution on establishing the Internal Audit Division, the Internal
41	41/NQ-HDQT	26/11/2024	Resolution on reappointing the Director of Na Loi Hydropower
42	42/NQ-HDQT	18/12/2024	Resolution on amending the salary scale, salary table, and allowances
43	43/NQ-HDQT	23/12/2024	Resolution on approving the debt recovery negotiation plan with Tra
44	44/NQ-HDQT	23/12/2024	Resolution on allocating capital for the representative of the company's stake at Song Da Tay Neuven JSC.
45	45/NQ-HDQT	23/12/2024	Resolution on establishing and organizing the operation of the
46	46/NQ-HDQT	26/12/2024	Resolution on rewarding managers for achieving the 2024 business

*5.2 Decisions of the Board of Directors:*

No.	Decision No.	Date	Content
1	01/QD-HDQT	08/07/2024	Decision on issuing the Charter for the organization and operation of the Company.

2	02/QD-HDQT	08/07/2024	Decision on appointing the Corporate Governance Officer.
3	03/QD-HDQT	08/07/2024	Decision on relieving the Assistant Secretary of duties.
4	04/QD-HDQT	08/07/2024	Decision on appointing the Assistant Secretary.
5	05/QD-HDQT	06/08/2024	Decision on assigning tasks to members of the Company's Board of Directors.
6	06/QD-HDQT	06/08/2024	Decision on approving the 2024 labor usage plan.
7	07/QD-HDQT	15/08/2024	Decision on establishing the Company's Emulation and
8	08/QD-HDQT	19/09/2024	Decision on issuing the Financial Management Regulation for Can
9	09/QD-HDQT	21/10/2024	Decision on appointing the Deputy General Director of the Company.
10	10/QD-HDQT	21/10/2024	Decision on appointing the Chief Accountant of the Company.
11	11/QD-HDQT	14/11/2024	Decision on personnel matters at Song Da Tay Nguyen JSC for the
12	12/QD-HDQT	26/11/2024	Decision on establishing the Internal Audit Division for Can
13	13/QD-HDQT	26/11/2024	Decision on assigning Mr. Do Duc Manh to the Internal Audit
14	14/QD-HDQT	26/11/2024	Decision on assigning Mr. Hoang Duy Hung to the Internal Audit
15	15/QD-HDQT	26/11/2024	Decision on assigning Ms. Le Thi My Tuong Van to the Internal
16	16/QD-HDQT	26/11/2024	Decision on reappointing the Director of the Company's Na Loi
17	17/QD-HDQT	26/11/2024	Decision on issuing the Internal Audit Regulation and Internal
18	18/QD-HDQT	24/12/2024	Decision on establishing the Electromechanical Technical
19	19/QD-HDQT	24/12/2024	Decision on issuing the Regulation for the organization and operation

### III. Board of Supervisors

#### 1. Information about members of the Board of Supervisors

No.	Name	Position	The date becoming/ceasing to be the member of the Board of Supervisors		Qualification
			Date of appointment	Date of dismissal	
1	Mr. Vu Ngoc Long	Head of Board of Supervisors	18/06/2020		Bachelor of Finance and Accounting
2	Ms. Nguyen Thi Tuyet Mai	Member of Board of Supervisors	29/04/2016		Bachelor of Finance and Accounting

3	Mr. Bui Xuan Ninh	Member of Board of Supervisors	01/05/2008		Bachelor of Economics
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### 1. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Vu Ngoc Long	03	100%	100%	
2	Ms. Nguyen Thi Tuyet Mai	03	100%	100%	
3	Mr. Bui Xuan Ninh	03	100%	100%	

### 3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors

Supervision of the Board of Directors and the General Director in managing and operating the company:

- In 2024, the Board of Directors issued timely Resolutions and Decisions to direct the General Director in managing and operating the company's production and business activities. The Board frequently urged and supervised the General Director in implementing the directives, Resolutions, and Decisions of the Board of Directors; the Resolutions of the 2024 Annual General Meeting of Shareholders; and compliance with laws, the Company's Charter, and internal corporate governance regulations.

- Quarterly, the Board of Directors organized meetings to review the implementation of the previous quarter's tasks and to set out the programs and objectives for the following quarter.

- The Resolutions and Decisions of the Board of Directors were issued in accordance with proper procedures, within its authority, and in compliance with the law, the Company's Charter, and the Resolutions of the General Meeting of Shareholders...

- The Resolutions, Decisions, and directives of the Board of Directors were implemented by the General Director in a timely, complete, and serious manner.

Overall, in 2024, the Board of Directors and the General Director carried out their functions and duties in compliance with the law, the Company's Charter, the Resolutions of the General Meeting of Shareholders, and corporate governance regulations.

### 4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers

- When issuing certain Resolutions, the Board of Directors sent opinion ballots to members of the Board of Supervisors.

- The Board of Supervisors was invited to attend and provide input during quarterly regular meetings and other meetings of the Board of Directors and the Executive Board. The recommendations of the Board of Supervisors were carefully considered by the Board of Directors and the Executive Board.

- The Board of Supervisors recommended that the Board of Directors select a list of independent audit firms that meet the legal requirements, possess sufficient capability and reputation, and are approved by the Ministry of Finance and the State Securities Commission to audit financial statements for public companies and listed organizations in the securities market. This list was presented at the 2024 Annual General Meeting of Shareholders for

approval, covering the review of semi-annual financial statements and the audit of annual financial statements for 2024. The Board of Supervisors proposed that the Board of Directors select Vaco Auditing Company Limited – Ho Chi Minh City Branch to review the semi-annual and annual financial statements for 2024.

- The Board of Directors and the Executive Board facilitated the Board of Supervisors in performing its functions and duties as stipulated by law, the Company's Charter, and the Corporate Governance Regulation. The Board of Supervisors was provided with all requested documents and information in accordance with legal regulations.

#### 5. Other activities of the Board of Supervisors (if any)

- The Board of Supervisors has verified the completeness, legality, and accuracy of the Company's reports, including:

+ The report on the implementation of the production plan for the first six months of 2024 and the estimated report on the implementation of the 2024 business and production plan;

+ The combined financial statements for the first six months of 2024 and the consolidated financial statements for the first six months of 2024, which were reviewed by Vaco Auditing Company Limited – Ho Chi Minh City Branch

- Oversight of the financial status, management, and use of the Company's capital and assets, as well as the compliance with laws by the Board of Directors, the Executive Board, and other managers in their activities, including;

+ Monitoring contracts and transactions with internal persons and related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders;

+ Monitoring the Board of Directors and the General Director in implementing the Resolutions of the 2024 Annual General Meeting of Shareholders;

+ Other tasks according to the functions and duties of the Board of Supervisors.

#### IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/ dismissal	
				Date of appointment	Date of Dismissal
1	Nguyen Quang Tuyen	25/09/1974	Hydraulic Engineer; Master of Business Administration	15/02/2016	
2	Vu Van Nam	02/02/1978	Electrical Engineer	21/10/2024	

#### V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal	
			Date of appointment	Date of Dismissal
Ho Thi Hue	11/05/1986	Bachelor of Accountant	21/10/2024	

#### VI. Training courses on corporate governance

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: None.

**VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company**

1. The list of affiliated persons of the Company (*Appendix 1*)

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:

No.	Name of organization/individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
01	Song Da Corporation JSC	Parent Company	0100105870 issued by Department of Planning and Investment of Hanoi on 22/07/2020	G10 Building, No. 493 Nguyen Trai, Thanh Xuan Nam Ward, Thanh Xuan District, Hanoi	2024	Decision No. 23/CD-QD-HDQT dated 10/07/2016	Electricity sales revenue in 2024: 359,770,915,400 VND	
					2024		Loan principal repayment under ADB Relending Agreement No. 02/2011 dated 30/11/2011: 5,206,674,296 VND (Offsetting debt)	
					2024		Loan interest and relending fees under ADB Relending Agreement No. 02/2011 dated 30/11/2011: 6,729,769,432 VND (Offsetting debt)	
					2024		Song Da Corporation's payment for electricity sales from Can Don Hydropower Plant: 363,000,000,000 VND	
02	Viet – Lao Power Joint Stock Company	Related person of the Company	0101389382 issued by Department of Planning and Investment of Hanoi on 01/07/2019	9th Floor, Block B, HH4 Building, Pham Hung Road, Me Tri Ward, Nam Tu Liem District, Hanoi	2024		Collection of loan principal and interest: 22,264,383,561 VND	

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes Controlling power: *None.*

4. Transactions between the Company and other objects

4.1. *Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None*

4.2. *Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): None*

4.3. *Other transactions of the Company (if any) may bring material or non-material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: None*

#### **VIII. Share transactions of internal persons and their affiliated persons (annual report)**

1. The list of internal persons and their affiliated persons (02 appendix attached).

2. Transactions of internal persons and affiliated persons with shares of the company: *None.*

**IX. Other significant issues:** *None.*

#### **Recipients:**

- Same as above;
- Archived: Human Resources and Administration Department, Finance and Accounting Department.

**THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Sign, full name and seal)*



**Phạm Duc Thanh**

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