**SJG: Annual Corporate Governance Report 2023**

On January 15, 2024, Song Da Corporation announced Report No. 02/TCT-HDQT on the corporate governance in 2023 as follows:

* Name of company: Song Da Corporation
* Headquarters address: Building G10, No. 493 Nguyen Trai Street, Thanh Xuan Nam Ward, Thanh Xuan District, Hanoi.
* Tel: (84-24) 38541164 Fax: (84-24) 38541164
* Charter capital: VND 4,495,371,120,000
* Securities code: SJG:
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/TCT- DHDCD | June 09, 2023 | Annual General Mandate 2023 of Song Da Corporation |

1. The Board of Directors:
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Ho Van Dung | Former Chair of the Board of Directors | April 9, 2023 | June 09, 2023 |
| 2 | Mr. Nguyen Van Tung | Non-executive member of the Board of Directors | March 26, 2018 | June 09, 2023 |
| 3 | Mr. Pham Van Quan | Non-executive member of the Board of Directors | March 26, 2018 | June 09, 2023 |
| 4 | Mr. Tran Van Tuan | Chair of the Board of Directors | June 15, 2023 |  |
| 5 | Mr. Tran Anh Duc | Member of the Board of Directors-cum-General Manager | June 09, 2023 |  |
| 6 | Mr. Nguyen Anh Tung | Non-executive member of the Board of Directors | June 09, 2023 |  |
| 7 | Mr. Nguyen Tien Dung | Non-executive member of the Board of Directors | June 09, 2023 |  |
| 8 | Mr. Dang Quoc Bao | Non-executive member of the Board of Directors | June 09, 2023 |  |

1. Board Resolutions/Decisions: In 2023, the Corporation’s Board of Directors promulgated Board Resolutions and/or Board Decisions (Appendix 1 attached).
2. The Supervisory Board
3. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Pham Thi Cao Thanh | Former member of the Supervisory Board | Appointment date: June 24, 2022 Dismissal date: June 09, 2023 | Bachelor of Economics, Bachelor of Foreign Language |
| 2 | Mr. Nguyen Van Thang | Chief of the Supervisory Board | June 09, 2023 | Bachelor of Financial and Accounting |
| 3 | Mr. Tong Quang Vinh | Member of the Supervisory Board | June 09, 2023 | Master of Bridge and Road Construction |
| 4 | Mr. Ha Tuan Linh | Member of the Supervisory Board | June 09, 2023 | Bachelor of Economics, Bachelor of Foreign Language |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Tran Van Tuan - Former General Manager of the Corporation | January 18, 1969 | Bachelor of Finance | Appointment date: April 10, 2018 Date of dismissal: June 15, 2023 |
| 2 | Mr. Tran Anh Duc- General Manager of the Corporation | May 19, 1975 | Civil construction Engineer, Bachelor of Foreign Language, Master of Business Administration | June 19, 2023 |
| 3 | Mr. Nguyen Van Son - Deputy General Manager of the Corporation | June 11, 1969 | Electrical System Engineer, Master of Business Administration | July 26, 2023 |
| 4 | Mr. Pham Duc Thanh - Deputy General Manager of the Corporation | December 11, 1978 | Bachelor of Laws, Master of Business Administration | July 26, 2023 |
| 5 | Mr. Nguyen Van Thu - Deputy General Manager of the Corporation | March 18, 1979 | Irrigation Engineer | September 9, 2019 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Mr. Vu Duc Quang | August 20, 1967 | Bachelor of Economics and Finance, Master of Business Administration | July 6, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the listed company in accordance with Clause 34, Article 6 of the Law on Securities and transactions between affiliated persons of the Company and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None.
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company: None.
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
   2. Transactions between the Company and companies where affiliated persons of the members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons: None.
8. Other significant issues: None.

Appendix 1: List of Board Resolutions/Decisions promulgated

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| Document No. | Contents |
| 01/TCT-HDQT | Resolution No. 01/TCT-HDQT dated January 27, 2023 on approving the duties for Q1/2023 of Song Da Corporation |
| 02/TCT-HDQT | Resolution No. 02/TCT-HDQT dated January 27, 2023 on planning for positions of leaders and managers of Song Da Corporation for the period of 2021-2026 |
| 03/TCT-HDQT | Resolution No. 03/TCT-HDQT dated February 06, 2023 on the personnel work of Song Da 4 JSC |
| 04/TCT-HDQT | Resolution No. 04/TCT-HDQT dated February 13, 2023 on approving the policy of selling damaged, technically outdated, and unused fixed assets of Song Da No 9 JSC |
| 05/TCT-HDQT | Resolution No. 05/TCT-HDQT dated February 21, 2023 on the evaluation results in 2021 of representatives of Song Da Corporation’s capital at units |
| 06/TCT-HDQT | Resolution No. 06/TCT-HDQT dated March 09, 2023 on the personnel work of Khanh Hoa House Development Joint Stock Company |
| 07/TCT-HDQT | Resolution No. 07/TCT-HDQT dated March 17, 2023 on approving the extension of time and plan to organize the Annual General Meeting of Shareholders 2023 of Song Da Corporation |
| 08/TCT-HDQT | Resolution No. 08/TCT-HDQT dated March 29, 2023 on certain contents of the General Meeting of Shareholders 2023 of Song Da No. 11 JSC |
| 09/TCT-HDQT | Resolution No. 09/TCT-HDQT dated April 4, 2023 on raising salary grade and salaries for the Manager of the Functional Department of the Corporation |
| 10/TCT-HDQT | Resolution No. 10/TCT-HDQT dated April 5, 2023 on approving the report of the representative of the Corporation's capital at Song Da Consulting Joint Stock Company on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da Consulting Joint Stock Company |
| 11/TCT-HDQT | Resolution No. 11/TCT-HDQT dated April 12, 2023 on approving certain contents of the Annual General Meeting of Shareholders 2023 of Dakdrinh Hydropower Joint Stock Company |
| 12/TCT-HDQT | Resolution No. 12/TCT-HDQT dated April 12, 2023 on approving the report of the representative of the Corporation's capital at Khanh Hoa House Development Joint Stock Company on certain contents of the Annual General Meeting of Shareholders 2023 of Khanh Hoa House Development Joint Stock Company |
| 13/TCT-HDQT | Resolution No. 13/TCT-HDQT dated April 12, 2023 on approving certain contents of the Annual General Meeting of Shareholders 2023 of Coecco Rubber Industry Joint Stock Company |
| 15/TCT-HDQT | Resolution No. 15/TCT-HDQT dated April 13, 2023 on approving the internal audit plan in 2023 of Song Da Corporation |
| 16/TCT-HDQT | Resolution No. 16/TCT-HDQTdated April 18, 2023 on personnel work of Song Da Corporation (extending the term of holding the position of General Manager of the Corporation of Mr. Tran Van Tuan) |
| 17/TCT-HDQT | Resolution No. 17/TCT-HDQT dated April 18, 2023 on approving the implementation of duties for Q1/2023 and the plan for Q2/2023 of Song Da Corporation |
| 18/TCT-HDQT | Resolution No. 18/TCT-HDQT dated April 21, 2023 on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da No 9 JSC |
| 19/TCT-HDQT | Resolution No. 19/TCT-HDQT dated April 24, 2023 on the personnel work of Khanh Hoa House Development Joint Stock Company |
| 20/TCT-HDQT | Resolution No. 20/TCT-HDQT dated April 28, 2023 on approving the Report of the representative of the Corporation's capital at Se San 3A Power Investment And Development Joint - Stock Company on certain contents of the Annual General Meeting of Shareholders 2023 of Se San 3A Power Investment And Development Joint - Stock Company |
| 21/TCT-HDQT | Resolution No. 21/TCT-HDQT dated April 28, 2023 on approving certain contents of the Annual General Meeting of Shareholders 2023 of Ho Bon Hydro Electricity Joint Stocks Company |
| 22/TCT-HDQT | Resolution No. 22/TCT-HDQT dated May 18, 2023 on approving the Report of the representative of the Corporation's capital at Song Da 3 JSC on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da 3 JSC |
| 23/TCT-HDQT | Resolution No. 23/TCT-HDQT dated May 23, 2023 on approving certain contents of the Annual General Meeting of Shareholders 2023 of VCP Power & Construction Joint Stock Company |
| 24/TCT-HDQT | Resolution No. 24/TCT-HDQT dated May 23, 2023 on the personnel work of Song Da 3 JSC |
| 25/TCT-HDQT | Resolution No. 25/TCT-HDQT dated May 26, 2023 on certain contents of the Annual General Meeting of Shareholders 2023 of Nam Chien Hydroelectric JSC |
| 26/TCT-HDQT | Resolution No. 26/TCT-HDQT dated May 29, 2023 on approving the Report of the representative of the Corporation's capital at Song Da 2 JSC on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da 2 JSC |
| 27/TCT-HDQT | Resolution No. 27/TCT-HDQT dated May 31, 2023 on approving the Report of the representative of the Corporation's capital at Song Da Mechanical - Assembling Joint Stock Company on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da Mechanical - Assembling Joint Stock Company |
| 28/TCT-HDQT | Resolution No. 28/TCT-HDQT dated June 07, 2023 on approving the contents of the Annual General Meeting of Shareholders 2023 of Song Da Corporation |
| 29/TCT-HDQT | Resolution No. 29/TCT-HDQT dated June 8, 2023 on reappointing Mr. Nguyen Tuan Phat as the Manager of the Corporation's Economic Department |
| 30/TCT-HDQT | Resolution No. 30/TCT-HDQT dated June 8, 2023 on approving the review and supplementation of planning for positions of leaders and managers of Song Da Corporation in the period of 2021-2026 |
| 31/TCT-HDQT | Resolution No. 31/TCT-HDQT dated June 08, 2023 on the personnel work of Nam He Hydro Power Joint Stock Company |
| 33/TCT-HDQT | Resolution No. 33/TCT-HDQT dated June 15, 2023 on approving the Report of the representative of the Corporation's capital at Song Da 4 JSC on certain contents of the Annual General Meeting of Shareholders 2023 of Song Da 4 JSC |
| 36/TCT-HDQT | Resolution No. 36/TCT-HDQT dated June 15, 2023 on electing the Chair of the Board of Directors of Song Da Corporation for the term of 2023-2028 |
| 38/TCT-HDQT | Resolution No. 38/TCT-HDQT dated June 15, 2023 on appointing the General Manager of Song Da Corporation for the term of 2023-2028 |
| 39/TCT-HDQT | Resolution No. 39/TCT-HDQT dated June 21, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Geophysical Technology Joint Stock Company |
| 40/TCT-HDQT | Resolution No. 40/TCT-HDQT dated June 23, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Song Da No. 5 JSC |
| 41/TCT-HDQT | Resolution No. 41/TCT-HDQT dated June 26, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Song Da 6 Joint Stock Company |
| 42/TCT-HDQT | Resolution No. 42/TCT-HDQT dated June 26, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Candon HydroPower Joint Stock Company |
| 43/TCT-HDQT | Resolution No. 43/TCT-HDQT dated June 26, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Song Da No 10 JSC |
| 44/TCT-HDQT | Resolution No. 44/TCT-HDQT dated June 27, 2023 on consolidating personnel for position of key leader of Song Da No. 5 JSC and supplementing agenda of the General Meeting of Shareholders of Song Da No. 5 JSC |
| 45/TCT-HDQT | Resolution No. 45/TCT-HDQT dated June 27, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Song Da No 12 Joint Stock Company |
| 46/TCT-HDQT | Resolution No. 46/TCT-HDQT dated June 27, 2023 on the contents of the Annual General Meeting of Shareholders 2023 and personnel work of Song Da Mechanical - Assembling Joint Stock Company |
| 47/TCT-HDQT | Resolution No. 47/TCT-HDQT dated June 27, 2023 on the contents of the Annual General Meeting of Shareholders 2023 of Song Da Urban Investment Construction And Development Joint Stock Company |
| 49/TCT-HDQT | Resolution No. 49/TCT-HDQT dated July 5, 2023 on appointing the person in charge of corporate governance |
| 53/TCT-HDQT | Resolution No. 53/TCT-HDQT dated July 06, 2023 on the policy of selling damaged, outdated and technically unusable fixed assets of Song Da 6 Joint Stock Company |
| 54/TCT-HDQT | Resolution No. 54/TCT-HDQT dated July 28 2023 on implementing tasks in the 6 first months of 2023 and tasks, plans of Q3/2023, the last 6 months of 2023 of Song Da Corporation |
| 55/TCT-HDQT | Resolution No. 55/TCT-HDQT dated July 6, 2023 on reappointing the Chief Accountant and the Manager of the Finance and Accounting Department of the Corporation |
| 56/TCT-HDQT | Resolution No. 56/TCT-HDQT dated July 11, 2023 on selecting an audit company to audit the Financial Statements 2023 of Song Da Corporation |
| 57/TCT-HDQT | Resolution No. 57/TCT-HDQT dated July 19, 2023 on approving the content at the 2023 annual meeting of the Board of Members of Songda-Ucrin Consulting Engineering Company., Ltd |
| 58/TCT-HDQT | Resolution No. 58/TCT-HDQT dated July 6, 2023 on personnel work of the representative at Song Da - Nha Trang Joint Stock Company |
| 59/TCT-HDQT | Resolution No. 59/TCT-HDQT dated July 25, 2023 on reappointing the Deputy General Manager of the Corporation |
| 60/TCT-HDQT | Resolution No. 60/TCT-HDQT dated August 15, 2023 on the policy of reappointing the Chief Accountant of Song Da Consulting Joint Stock Company |
| 61/TCT-HDQT | Resolution No. 61/TCT-HDQT dated August 31, 2023 on supplementing business lines of Song Da No. 5 JSC |
| 62/TCT-HDQT | Resolution No. 62/TCT-HDQT dated September 8, 2023 on approving the reappointment of the Chief Accountant of Song Da Consulting Joint Stock Company |
| 63/TCT-HDQT | Resolution No. 63/TCT-HDQT dated September 12, 2023 on adjusting the functions and duties of functional departments of the Corporation. |
| 64/TCT-HDQT | Resolution No. 64/TCT-HDQT dated September 18, 2023 on the policy of personnel work of the Internal Audit Committee and Investment Strategy Board of the Corporation |
| 65/TCT-HDQT | Resolution No. 65/TCT-HDQT dated September 27, 2023 on approving the plan to implement conclusion No. 1229/KT-TTCP dated May 30, 2023 of the Government Inspectorate |
| 66/TCT-HDQT | Resolution No. 66/TCT-HDQT dated September 29, 2023 on the contents of the Extraordinary General Meeting of Song Da No. 11 JSC |
| 67/TCT-HDQT | Resolution No. 67/TCT-HDQT dated October 06, 2023 on the personnel work of the Corporation's Internal Audit Committee |
| 68/TCT-HDQT | Resolution No. 68/TCT-HDQT dated October 11, 2023 on approving the Extraordinary General Meeting of Shareholders of Song Da No. 5 JSC |
| 69/TCT-HDQT | Resolution No. 69/TCT-HDQT dated October 12, 2023 on establishing Can Don's mechanical and electrical technical service center |
| 70/TCT-HDQT | Resolution No. 70/TCT-HDQT dated October 16, 2023 on internal audit for the Corporation's capital representative at Song Da 3 JSC |
| 71/TCT-HDQT | Resolution No. 71/TCT-HDQT dated October 16, 2023 on the plan to increase charter capital of Nam Chien Hydroelectric JSC |
| 72/TCT-HDQT | Resolution No. 72/TCT-HDQT dated October 16, 2023 on implementing planning tasks for Q3/2023, 9 months of 2023 and planning tasks for Q4/2023 of Song Da Corporation |
| 73/TCT-HDQT | Resolution No. 73/TCT-HDQT dated October 26, 2023 on the content of asking shareholders' opinions via a ballot of Dakdrinh Hydropower Joint Stock Company |
| 74/TCT-HDQT | Resolution No. 74/TCT-HDQT dated November 10, 2023 on the policy of reappointing the Manager of the Legal and Risk Management Department |
| 75/TCT-HDQT | Resolution No. 75/TCT-HDQT dated November 10, 2023 on reappointing the Manager of the Legal and Risk Management Department |
| 76/TCT-HDQT | Resolution No. 76/TCT-HDQT dated November 16, 2023 on recording the list for the dividend payment in 2022 in cash |
| 77/TCT-HDQT | Resolution No. 77/TCT-HDQT dated November 16, 2023 on the realized salary and remuneration fund in 2022 and making the planned salary fund in 2023 of Song Da Corporation (Holding Company) |
| 78/TCT-HDQT | Resolution No. 78/TCT-HDQT dated November 30, 2023 on approving the information disclosure regulations of Song Da Corporation (Holding Company) |
| 79/TCT-HDQT | Resolution No. 79/TCT-HDQT dated November 30, 2023 on the evaluation results of the capital representative of Song Da Corporation in 2022 |
| 80/TCT-HDQT | Resolution No. 80/TCT-HDQT dated November 30, 2023 on the results of internal audit with the representative of the Corporation's capital at Song Da No. 5 JSC |
| 81/TCT-HDQT | Resolution No. 81/TCT-HDQT dated December 8, 2023 on approving certain contents to ask shareholders' opinions via a ballot of National Road No2. Bot Joint Stock Company |
| 82/TCT-HDQT | Resolution No. 82/TCT-HDQT dated December 8, 2023 on the internal audit with the capital representative at Can Don Hydro Power Joint Stock Company |
| 83/TCT-HDQT | Resolution No. 83/TCT-HDQT dated December 8, 2023 on internal audit work with the capital representative at Se San 3A Power Investment And Development Joint - Stock Company |
| 84/TCT-HDQT | Resolution No. 84/TCT-HDQT dated December 20, 2023 on the policy of changing the name of Lai Chau's Board of Executive to the Board of Executive of infrastructure and industrial projects |
| 85/TCT-HDQT | Resolution No. 85/TCT-HDQT dated December 20, 2023 on personnel policy of the Executive Board of infrastructure and industrial projects - branch of Song Da Corporation |
| 86/TCT-HDQT | Resolution No. 86/TCT-HDQT dated December 21, 2023 on terminating operation of Pake Hydropower Project Management Board - Branch of Song Da No 9 JSC |
| 87/TCT-HDQT | Resolution No. 87/TCT-HDQT dated December 27, 2023 on personnel work of the Executive Board of infrastructure and industrial projects - branch of Song Da Corporation |
| 88/TCT-HDQT | Resolution No. 88/TCT-HDQT dated December 29, 2023 on personnel work of Song Da Urban And Rural Development Joint Stock Company |