**SDD: Annual Corporate Governance Report 2023**

On January 18, 2024, Song Da Investment and Construction Joint Stock Company announced Report No. 01/2024/BCQT-SDD on the corporate governance in 2023 as follows:

* Name of public company: Song Da Investment and Construction Joint Stock Company
* Address: 19th floor, Vinaconex building, No. 34 Lang Ha - Lang Ha Ward - Dong Da District - Hanoi
* Tel: 024.22112194 Email: songdaic@gmail.com
* Charter capital: VND 160,076,850,000
* Securities code: SDD
* Exchange: UPCOM
1. Activities of the General Meeting of Shareholders:
2. Information about the Annual General Meeting of Shareholders 2023:

The General Meeting of Shareholders holds the Annual General Meeting of Shareholders on April 26, 2023 and promulgates the General Mandate with the following main contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD-SDD | April 26, 2023 | Annual General Mandate 2023 |

1. Activities of the Board of Directors: (Report 2023)
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment | Date of dismissal |
| 1 | Nguyen Nho Trung | Chair of the Board of Directors | May 31, 2022 |  |
| 2 | Nguyen Tien Khanh | Member of the Board of Directors | October 08, 2019 | April 26, 2023 |
| 3 | Nguyen Phuong Dong | Member of the Board of Directors | April 26, 2023 |  |
| 4 | Le Quang Dai | Member of the Board of Directors | May 26, 2022 | April 26, 2023 |
| 5 | Ms. Bui Kim Thanh | Member of the Board of Directors | April 26, 2023 |  |

1. Board Resolutions (all the Resolutions incurred during the period)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | No. 01/2023/NQ-SDD-HDQT | February 21, 2023 | Board Resolution on the record date of the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 2 | No. 04.2/2023/NQ-SDD-HDQT | April 04, 2023 | Board Resolution on assessing the Production and Business Results in 2022 and the Production and Business Plan for 2023. |
| 3 | No. 04.1/20237NQ-SDD-HDQT | April 04, 2023 | Board Resolution on approving the Documents of the Annual General Meeting of Shareholders 2023 |
| 4 | No. 17.4/2023/NQ-SDD-HDQT | April 17, 2023 | Board Resolution on dismissing members of the Board of Directors and the Supervisory Board as well as the nomination of members of the Board of Directors and the Supervisory Board of the Company. |
| 5 | No. 24.4/2023/NQ-SDD-HDQT | April 24, 2023 | Board Resolution on assessing the Production and Business Results of Q1 and the Production and Business Plan of Q2/2023; and submitting the dismissal of members of the Board of Directors and nomination of members of the Board of Directors of the Company |
| 6 | No. 27.4/2023/QD-SDD-HDQT | April 27, 2023 | Board Decision on dismissing the Manager and the Deputy Manager of the Company and the appointment of the Manager and the Deputy Manager of the Company |
| 7 | No. 26.6/2023/NQ-SDD-HDQT | June 26, 2023 | Board Resolution on selecting an audit company and signing an Audit Contract for the Financial Statements 2023 |
| 8 | No. 03.10/2023/NQ-SDD-HDQT | October 03, 2023 | Board Resolution on assessing the Production and Business Results of Q3/2023 and approving the Production and Business Plan of Q4/2023 |
| 9 | No. 29.12/2023/NQ-SDD-HDQT | December 29, 2023 | Board Resolution on assessing the Production and Business Results of Q4/2023 and approving the Production and Business Plan of Q1/2024 |

1. The Supervisory Board 2023:
2. Information about members of the Supervisory Board

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings of the Supervisory Board attended | Attendance rate | Reasons for absence |
| 1 | Tran Ngoc Quynh Anh | Chief of the Supervisory Board | June 01, 2022 | 3/3 | 100 |  |
| 2 | Ngo Tien Dung | Member of the Supervisory Board | May 26, 2022 | 3/3 | 100 |  |
| 3 | Hoang Mai Chi | Member of the Supervisory Board | April 26, 2023 | 2/2 | 100 | Newly appointed |
| 4 | Nguyen Phuong Dong | Member of the Supervisory Board | April 26, 2023 | 1/1 | 100 | Dismissed |

1. The Executive Board (The Board of Managers):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Tien Khanh - Manager of the Company | July 05, 1961 | Bachelor of Economic Laws | Dismissed on May 01, 2023 |
| 2 | Mr. Nguyen Phuong Dong - Manager of the Company | August 04, 1990 | Electronic Engineer | Appointed on May 01, 2023 |
| 3 | Ms. Bui Kim Thanh - Deputy Manager of the Company | Fenruary 23, 1972 | Bachelor of Economics | Appointed on May 01, 2023 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Le Quang Dai | May 29, 1966 | Bachelor of Economics | Appointed on September 10, 2019 |

1. Training on the corporate governance:
2. List of affiliated persons of the public company 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 and affiliated persons of PDMR:
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:
5. Transactions between the Company and other entities:
6. Transactions between the Company and the companies in which 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 years (at the time of reporting): None
7. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
8. 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
9. Share transactions of PDMR and affiliated persons of PDMR in 2023:
	1. Company’s share transaction of PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with internal shareholders/major shareholders | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward,...) |
|  |  |  | Number of shares | Rate | Number of shares | Rate |  |
| 1 | Mr. Nguyen Tien Khanh  | Member of the Board of Directors - Manager of the Company | 0 | 0 | 224,400 | 1.4% | Raise the ownership rate |
| 2 | Ms. Bui Kim Thanh | Member of the Board of Directors - Deputy Manager of the Company | 0 | 0 | 1,635,500 | 10.22% | Raise the ownership rate |

1. Other significant issues:

On March 17, 2022, Ms. Le Tran Vi Thao - a major shareholder of the Company owns: 1,000,000 shares.

On March 17, 2023, Ms. Bui Kim Thanh - a major shareholder of the Company owns: 1,635,500 shares