**SD3: Annual Corporate Governance Report 2023**

On January 22, 2024, Song Da 3 JSC announced Report No. 02/SD3-HDQT on the corporate governance 2023 as follows:

* Transaction name: Song Da 3 JSC
* Address: Group 4 Vo Nguyen Giap Street, Mang Den Town, Kon Plong District, Kon Tum Province, Vietnam.
* Tel: 02606 555 688 Fax: 0206 555 989
* Email: [songda3.tchc@gmail.com](mailto:songda3.tchc@gmail.com)
* Website: songda3.vn
* Charter capital: VND 159,993,560,000
* Securities code: SD3
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Contents |
| 1 | 01/NQ-SD3-DHDCD | May 25, 2023 | Annual General Mandate 2023 of Song Da 3 JSC |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date: | Dismissal date |
| 1 | Nguyen Tien Truong | Chair | May 10, 2019 |  |
| 2 | Pham Xuan Toan | Member-cum-General Manager | June 29, 2021 |  |
| 3 | Kim Thanh Nam | Member | May 10, 2019 |  |
| 4 | Pham Van Tang | Member | June 11, 2020 |  |
| 5 | Phi Dinh Manh | Member | June 30, 2022 | May 25, 2023 |
| 6 | Truong Quoc Hung | Member | May 25, 2023 |  |

1. Board Resolutions/Board Decisions:

* Board Resolution:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 01/NQ-SD3-HDQT | January 10, 2023 | Resolution of the Board of Directors' regular meeting in Q1/2023 |
| 2 | 02/NQ-SD3-HDQT | March 31, 2023 | Resolution on extending the time to hold the Annual General Meeting of Shareholders 2023 |
| 3 | 03/NQ-SD3-HDQT | April 25, 2023 | Resolution approving the salary settlement of managers and indirect units of Song Da 3 JSC in 2023 |
| 4 | 04/NQ-SD3-HDQT | May 19, 2023 | Resolution of the Board of Directors' regular meeting in Q11/2023 |
| 5 | 05/NQ-SD3-HDQT | July 3, 2023 | Board Resolution on personnel work at Song Da 3 JSC |
| 6 | 06/NQ-SD3-HDQT | July 3, 2023 | Resolution on selecting (hiring) an audit company for the Financial Statements 2023 |
| 7 | 07/NQ-SD3-HDQT | August 29, 2023 | Resolution of the Board of Directors' regular meeting in Q3/2023 |
| 8 | 08/NQ-SD3-HDQT | September 14, 2023 | Resolution on personnel work of Song Da 3 JSC (Mr. Do Huu Hoan) |
| 9 | 09/NQ-SD3-HDQT | September 22, 2023 | Resolution on liquidating and approving liquidation plan for damaged and unused assets |
| 10 | 10/NQ-SD3-HDQT | November 2, 2023 | Resolution of the Board of Directors' regular meeting in Q4/2023 |
| 11 | 11/NQ-SD3-HDQT | December 22, 2023 | Resolution on approving the plan on unused fixed assets liquidation |

Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Decision No. | Date | Contents |
| 1 | 01/QD-SD3-HDQT | May 25, 2023 | Decision on assigning the tasks for the members of the Board of Directors |
| 2 | 02/QD-SD3-HDQT | June 23, 2023 | Decision on establishing the Inventory Committee on 00.00 a.m. of July 01, 2023 |
| 3 | 03/QD-SD3-HDQT | July 3, 2023 | Decesion on personnel work at Song Da 3 JSC |
| 4 | 04/QD-SD3-HDQT | July 3, 2023 | Decision on selecting (hiring) an audit company for the Financial Statement 2023 |
| 5 | 05/QD-SD3-HDQT | September 5, 2023 | Decision on approving the salary for insurance payments |
| 6 | 06/QD-SD3-HDQT | September 5, 2023 | Decision on approving salary regulations for levels and positions for employees of the Company's indirect sector |
| 7 | 07/QD-SD3-HDQT | September 22, 2023 | Decision on liquidating and approving the damaged and unused assets liquidation plan |
| 8 | 08/QD-SD3-HDQT | December 18, 2023 | Decision on establishing the Inventory Committee on 00.00 a.m. of January 01, 2024 |
| 9 | 09/QD-SD3-HDQT | December 22, 2023 | Decision on approving the unused fixed assets liquidation plan |

1. Supervisory Board
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | |
| Appointment date | Dismissal date |
| 1 | Nguyen Viet Luong | Chief of the Supervisory Board | December 26, 2018 |  |
| 2 | Pham Duy Huan | Member of the Supervisory Board | December 26, 2018 |  |
| 3 | Vu Thanh Tung | Member of the Supervisory Board | June 30, 2022 |  |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Pham Xuan Toan | December 19, 1972 | Bachelor of Finance and Accounting | June 21, 2021 |
| 2 | Phi Dinh Manh | November 9, 1971 | Construction Engineer | March 18, 2022 |
| 3 | Bui Van Ha | February 5, 1981 | Irrigation Engineer | September 30, 2019 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Van Hinh | May 20, 1974 | Bachelor of Finance and Accounting | July 1, 2018 |

1. Training on corporate governance None
2. List of affiliated persons of the listed company as prescribed in Clause 34, Article 6 of the Securities Law 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 companies where members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been founding members or members of the Board of Directors, the Executive General Manager in the last three (03) years: None.
   2. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive General Manager are members of the Board of Directors, the Executive General Manager: None.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive General: None.
6. Share transactions of PDMR and affiliated persons of PDMR
   1. Listed company’s share transactions of PDMR and affiliated persons: None.
7. Other issues: None