**SDC: Annual Corporate Governance Report 2023**

On January 22, 2024, Song Da Consulting JSC announced Report No. 10/BC-HĐQT on the corporate governance of the Company in 2023 as follows:

* Name of public company: Song Da Consulting JSC
* Headquarters address: G9 Building, No. 495, Thanh Xuan Nam Ward, Thanh Xuan District, Hanoi
* Tel: 0243.8542209
* Email: [tuvansongda@sdcc.com.vn](mailto:tuvansongda@sdcc.com.vn)
* Charter capital: VND 26,097,100,000
* Securities code: SDC:
* Corporate Governance Model:

General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Manager.

* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

In 2023, Song Da Consulting JSC held 01 Annual General Meeting of Shareholders 2023 on April 27, 2023.

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| II | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 39/NQ/2023/DHDCD | April 27, 2023 | Annual General Mandate 2023 |

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

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Van Manh | Chair | April 27, 2017 |  |
| 2 | Mr Dinh Van Duan | Member of the Board of Directors | April 18, 2015 |  |
| 3 | Mr Nguyen Van Hoang | Member of the Board of Directors | April 26, 2017 |  |
| 4 | Mr Cu Van Vinh | Member of the Board of Directors | April 18, 2015 |  |
| 5 | Mr Pham Anh Duc | Member of the Board of Directors | April 19, 2010 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content | Approval rate |
| 1 | 01 /NQ-HDQT | January 04, 2023 | Resolution on approving the Regulation on decentralized management of organization, human resource management of Song Da Consulting JSC | 05/05 (100% of members of the Board of Directors) |
| 2 | 02/QD-HDQT | January 04, 2023 | Decision on issuing the Regulation on decentralized management of organization, human resource management of Song Da Consulting JSC |  |
| 3 | 03 /NQ-HDQT | January 04, 2023 | Resolution on approving the Regulation on decentralized quality management and technology of Song Da Consulting JSC | 05/05 (100% of members of the Board of Directors) |
| 4 | 04/QD-HDQT | January 04, 2023 | Decision on issuing the Regulation on decentralized quality management and technology of Song Da Consulting JSC |  |
| 5 | 05 /NQ-HDQT | January 05, 2023 | Resolution on approving the budget for emulation and reward activities in 2022 and Tet holiday support for the Year of the Cat 2023 for some cases | 05/05 (100% of members of the Board of Directors) |
| 6 | 06 /NQ-HDQT | January 11, 2023 | Resolution on meeting of the Board of Director in Q1/2023 | 05/05 (100% of members of the Board of Directors) |
| 7 |  | January 11, 2023 | The Meeting Minutes of the Board of Directors in Q1/2023 | 05/05 (100% of members of the Board of Directors) |
| 8 | 07/CTCT -HDQT | January 11, 2023 | Working program of the Board of Directors of Song Da Consulting JSC in 2023 | 05/05 (100% of members of the Board of Directors) |
| 9 | 08/BC-HDQT | January 11, 2023 | Report on corporate governance status of Song Da Consulting JSC in 2022 (with full information) | 05/05 (100% of members of the Board of Directors) |
| 10 | 09/BC-HDQT | January 11, 2023 | Report on corporate governance status of Song Da Consulting JSC in 2022 (without personal information) | 05/05 (100% of members of the Board of Directors) |
| 11 | 10/CV-HDQT | February 07, 2023 | Official Dispatch on marketing, bidding, job seeking solutions of the Company in 2023 |  |
| 12 | 11/VB- HDQT | February 08, 2023 | Official Dispatch on deploying relevant contents for Construction Technology Experiment Center of Song Da |  |
| 13 | 12 /NQ-HDQT | February 13, 2023 | Resolution on approving the finalization of Management Costs for the Bloc of Offices and Departments of the Company in 2022 | 05/05 (100% of members of the Board of Directors) |
| 14 | 13 /NQ-HDQT | February 13, 2023 | Resolution on approving the finalization of Management Costs for the Bloc of Offices and Departments of the Company in 2023 | 05/05 (100% of members of the Board of Directors) |
| 15 | 14/VB- HDQT | February 15, 2023 | Official Dispatch on implementing the Board of Directors’ report on the results of Construction Survey Inspection |  |
| 16 | 15/VB- HDQT | February 15, 2023 | Official Dispatch on organizing the inspection on production and business activities of Song Da Urban And Rural Development Joint Stock Company |  |
| 17 | 16 /NQ-HDQT | February 16, 2023 | Resolution on approving Feasibility Report on the new 630kVA - 22/0.4kV transformer station for power supply to House G9 and GIO to replace the old transformer station at House G9 - Song Da Consulting JSC | 05/05 (100% of members of the Board of Directors) |
| 18 | 17 /NQ-HDQT | February 16, 2023 | Resolution on approving the principle for liquidating fixed assets | 05/05 (100% of members of the Board of Directors) |
| 19 | 18/QD-HDQT | February 16, 2023 | Decision on establishing the council for liquidation and sale of fixed assets of the Company |  |
| 20 | 19 /NQ-HDQT | February 16, 2023 | Resolution on approving the contents of the internal subcontract for drilling, grouting and waterproofing the Nam Pha Dam foundation – Nam Phak Hydropower Project, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 21 | 20 /NQ-HDQT | February 16, 2023 | Resolution on approving the contents of the internal subcontract for Preparation of adjusted feasibility study report; Preparation of technical design documents and detailed construction drawing documents - Dakca Hydropower Project, Sekong province, Lao PDR as per Official Dispatch No. 18/TTr-SDCC dated February 1, 2023 of the General Manager | 05/05 (100% of members of the Board of Directors) |
| 22 | 21/VB- HDQT | February 16, 2023 | Plan to hold the Annual General Meeting of Shareholders 2023 |  |
| 23 | 22/QD-HDQT | February 16, 2023 | Decision on establishing the documentation team for the Annual General Meeting of Shareholders 2023 |  |
| 24 | 227NQ-HĐQT | February 23, 2023 | Resolution on approving the basic contents of Appendix 05 to Contract No. 05 for the Consulting Services Package: Geological investigation for the technical design – detailed construction drawing phase - Nam Phak Hydropower Project, Champasak province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 25 | 23 /NQ-HDQT | March 01, 2023 | Resolution on approving the plan for liquidating fixed assets | 05/05 (100% of members of the Board of Directors) |
| 26 | 24 /NQ-HDQT | March 07, 2023 | Resolution on appointing the Deputy Manager of Song Da Consulting JSC - Construction Survey Branch | 05/05 (100% of members of the Board of Directors) |
| 27 | 25 /NQ-HDQT | March 30, 2023 | Resolution on approving the reward budget for the Youth Union and support for the Company's art troupe | 05/05 (100% of members of the Board of Directors) |
| 28 | 26 /NQ-HDQT | April 06, 2023 | Resolution on some contents of the Annual General Meeting of Shareholders 2023 of Song Da Consulting JSC | 05/05 (100% of members of the Board of Directors) |
| 29 | 27/TB-HDQT | April 06, 2023 | Notice of invitation for the Annual General Meeting of Shareholders 2023 of Song Da Consulting JSC |  |
| 30 | 28/TTr-HDQT | April 06, 2023 | Proposal on approving the Regulation for organizing the Annual General Meeting of Shareholders 2023 |  |
| 31 | 29/TTr-HDQT | April 06, 2023 | Proposal on approving the Audited Financial Statements 2022, profit distribution plan, fund appropriation, dividend payment in 2023 (submitted to the General Meeting) |  |
| 32 | 30/BC-HDQT | April 06, 2023 | Report on management and operational results of the Board of Directors in 2022 and working plan for 2023 (submitted to the General Meeting) |  |
| 33 | 31/TTr-HDQT | April 06, 2023 | Proposal on approving the finalization of salary and remuneration for the Board of Directors, Supervisory Board in 2022 and plans for 2023 (submitted to the General Meeting) |  |
| 34 | 32 /NQ-HDQT | April 18, 2023 | Resolution on approving the establishment of the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 of Song Da Consulting JSC | 05/05 (00% of members of the Board of Directors) |
| 35 | 33/QD-HDQT | April 18, 2023 | Decision to establish the Shareholder's Eligibility Verification Committee to attend the Annual General Meeting of Shareholders 2023 of Song Da Consulting JSC |  |
| 36 | 34/TB-HDQT | April 18, 2023 | Notice on the meeting of the Board of Directors in Q2/2023 |  |
| 37 | BB/HDQT | April 27, 2023 | Notice of the meeting of the Board of Directors in Q2/2023 | 05/05 (100% of members of the Board of Directors) |
| 38 | 35 /NQ-HDQT | April 27, 2023 | Resolution on the meeting of the Board of Directors in Q2/2023 | 05/05 (100% of members of the Board of Directors) |
| 39 | 36 /NQ-HDQT | April 27, 2023 | Resolution on approving the content and authorization to attend the Annual General Meeting of Shareholders 2023 of Sodic | 05/05 (100% of members of the Board of Directors) |
| 40 | 37 /NQ-HDQT | April 27, 2023 | Letter of authorization to attend the Annual General Meeting of Shareholders 2023 of Sodic |  |
| 41 | 38/BB- HDQT | April 27, 2023 | Minutes of the Annual General Meeting of Shareholders 2023 of Song Da Consulting JSC |  |
| 42 | 39 /NQ-HDQT | April 27, 2023 | Annual General Mandate 2023 of Song Da Consulting JSC |  |
| 43 | 40 /NQ-HDQT | May 12, 2023 | Resolution on approving the selection of Auditing Company and contents of Audit Service Contract for the Financial Statements of Song Da Consulting Joint Stock Company for fiscal year 2023 according to Proposal No. 87/TTr-SDCC dated May 8, 2023 of the General Manager | 05/05 (100% of members of the Board of Directors) |
| 44 | 41 /NQ-HDQT | May 16, 2023 | Resolution on approving the budget for organizing vacation in 2023 | 05/05 (100% of members of the Board of Directors) |
| 45 | 42 /NQ-HDQT | May 16, 2023 | Decision on approving the budget for organizing vacation in 2023 | 05/05 (100% of members of the Board of Directors) |
| 46 | 43 /NQ-HDQT | May 22, 2023 | Resolution on approving the content of the Consulting Contract for the bid package: Preparation of Feasibility Study Report; Technical Design - Total Estimate and Construction Drawing Design - Thuong Ha Hydropower Project, Thuong Ha commune, Bao Lac district, Cao Bang province in Proposal No. 92/Tr-SDCC dated May 19, 2023 of the General Manager | 05/05 (100% of members of the Board of Directors) |
| 47 | 44 /NQ-HDQT | May 23, 2023 | Resolution on: Approval for authorization to sign Credit Contracts, Mortgages, Loans and other documents related to borrowing, transactions with Banks | 05/05 (100% of members of the Board of Directors) |
| 48 | 44a/NQ-HDQT | June 17, 2023 | Resolution on approving the basic contents of Appendix 06 to Contract No. 05 for the Consulting Services Package: Geological investigation for the technical design – detailed construction drawing phase - Nam Phak Hydropower Project, Champasak province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 49 | 45/QD-HDQT | June 19, 2023 | Decision on establishing inventory council on July 1, 2023 | 05/05 (100% of members of the Board of Directors) |
| 50 | 46 /NQ-HDQT | June 19, 2023 | Resolution on rewarding for number of groups | 05/05 (100% of members of the Board of Directors) |
| 51 | 47 /NQ-HDQT | June 23, 2023 | Resolution on approving the content of the Internal Contracting Contract for bid package: Preparation of Feasibility Study Report;  Technical Design - Total Estimate and Construction Drawing Design - Thuong Ha Hydropower Project, Thuong Ha commune, Bao Lac district, Cao Bang province | 05/05 (100% of members of the Board of Directors) |
| 52 | 48 /NQ-HDQT | June 30, 2023 | Resolution on approving the basic contents of the Lease Contract for 1st Floor of Song Da Consulting JSC's office building, Building G9, 495 Nguyen Trai Street, Thanh Xuan Nam Ward, Thanh Xuan District, Hanoi | 05/05 (100% of members of the Board of Directors) |
| 53 | 48a/NQ-HDQT | June 30, 2023 | Resolution on approving the basic contents of Appendix 06 to Subcontracting Contract for Grouting and Waterproofing Works for Dam Foundation of Nam Pha Hydropower Project, Champasak Province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 54 | 48a/NQ-HDQT | July 01, 2023 | Resolution on approving the basic contents of Appendix 07 to Consulting Contract for bid package: Geological Survey for Technical Design and Construction Drawing Phase of Nam Pha Hydropower Project, Champasak Province, Lao PDR | 05/05 (00% of members of the Board of Directors) |
| 55 | 49/TB-HDQT | July 11, 2023 | Notice of the meeting of the Board of Directors in Q3/2023 |  |
| 56 | 50 /NQ-HDQT | July 20, 2023 | Resolution on approving the Financial Regulations of the Company | 05/05 (100% of members of the Board of Directors) |
| 57 | 50/QD-HDQT | July 20, 2023 | Decision on approving the Financial Regulations of the Company |  |
| 58 | 52 /NQ-HDQT | July 25, 2023 | Resolution of the Board of Directors meeting, Q3/2023 (with minutes of meeting) | 05/05 (00% of members of the Board of Directors) |
| 59 | 53/BC-HDQT | July 25, 2023 | Report on corporate governance of the Company for the first 6 months of 2023 (Full version with personal information of related persons of the Company; PDMR and related persons of PDMR) |  |
| 60 | 54/BC-HDQT | July 25, 2023 | Report on corporate governance of the Company for the first 6 months of 2023 (Version without personal information of related persons of the Company; PDMR and related persons of PDMR) |  |
| 61 | 55 /NQ-HDQT | July 26, 2023 | Resolution on personnel reappointment | 05/05 (100% of members of the Board of Directors) |
| 62 | 56/VB- HDQT | July 26, 2023 | Report on production and business activities of the unit as requested by the Board of Directors of the Holding Company |  |
| 63 | 57 /NQ-HDQT | July 28, 2023 | Resolution on extending the term of office of the Chief Accountant of the Company | 05/05 (100% of members of the Board of Directors) |
| 64 | 58/QD-HDQT | July 28, 2023 | Decision on extending the term of office of the Chief Accountant of the Company |  |
| 65 | 59 /NQ-HDQT | September 13, 2023 | Resolution on reappointing the Chief Accountant of the Company | 05/05 (00% of members of the Board of Directors) |
| 66 | 60/QD-HDQT | September 15, 2023 | Decision on reappointing the Chief Accountant of the Company |  |
| 67 | 61 /NQ-HDQT | September 19, 2023 | Resolution on approving the basic contents of Appendix 8 of the Consulting Contract for the bid package: Geological survey for construction works in technical design phase - construction drawings of Nam Phak Hydropower Project, Champasak Province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 68 | 62 /NQ-HDQT | September 22, 2023 | Resolution on approving the Debt Management Regulations of the Company | 05/05 (100% of members of the Board of Directors) |
| 69 | 63/QD-HDQT | September 22, 2023 | Decision promulgating the Debt Management Regulations of the Company |  |
| 70 | 64/TB-HDQT | October 09, 2023 | Notice of meeting of the Board of Directors , Q4/2023 |  |
| 71 | 65/TB-HDQT | October 10, 2023 | Notice of meeting of Board of Directors in the Q4/2023 replacing Notice No. 64/TB-HDQT |  |
| 72 | 65/VB- HDQT | October 18, 2023 | Implement the contents of Appendix 9 of the Contract | 05/05 (100% of members of the Board of Directors) |
| 73 | 66 /NQ-HDQT | October 11, 2023 | Resolution on meetings of the Board of Directors in Q4/2023 | 05/05 (100% of members of the Board of Directors) |
| 74 | 67/BB-SDCC | October 11, 2023 | Minutes of the meetings of the Board of Directors in Q4/2023 |  |
| 75 | 68 /NQ-HDQT | November 09, 2023 | Resolution on approving the basic contents of Appendix 9 of the Consulting Contract for bid package: Geological survey for construction works in technical design phase - construction drawings of Nam Phak Hydropower Project, Champasak Province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 76 | 69 /NQ-HDQT | December 01, 2023 | Resolution on approving the basic contents of Appendix 2 of the Consulting Contract for bid package: Grouting and waterproofing works for dam foundation of Nam Pha Hydropower Project, Champasak Province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 77 | 70 /NQ-HDQT | December 11, 2023 | Resolution on approving the proposal to reappoint the Deputy Manager of Consulting Center 1 | 05/05 (100% of members of the Board of Directors) |
| 78 | 71/NQ-HDQT | December 11, 2023 | Resolution on: authorizing signing of Credit Contracts, Mortgages, Borrowings and other documents related to borrowings, transactions with the Bank | 05/05 (100% of members of the Board of Directors) |
| 79 | 72 /NQ-HDQT | December 14, 2023 | Resolution on approving the basic contents of Appendix 3 of the Consulting Contract for bid package: Grouting and waterproofing works for dam foundation of Nam Pha Hydropower Project, Champasak Province, Lao PDR | 05/05 (100% of members of the Board of Directors) |
| 80 | 73 /NQ-HDQT | December 18, 2023 | Resolution on approving the proposal for negotiations of the Contract for testing quality of works under Procurement Package No. 18-XL: Construction of section from Km0+000 - Km6+200 of Sub-project 1 under the Investment Project of Bien Hoa - Vung Tau Expressway, phase 1 | 05/05 (100% of members of the Board of Directors) |
| 81 | 74 /NQ-HDQT | December 18, 2023 | Decision on establishing the Inventory Council on on 00.00 a.m. of January 1, 2024 | 05/05 (100% of members of the Board of Directors) |
| 82 | 75 /NQ-HDQT | December 22, 2023 | Resolution on approving the proposal for investing in machinery, equipment and testing facilities | 05/05 (100% of members of the Board of Directors) |
| 83 | 75 /NQ-HDQT | December 22, 2023 | Resolution on regular salary increase for managerial staff | 05/05 (100% of members of the Board of Directors) |
| 84 | 77/QD-HDQT | December 22, 2023 | Decision on regular salary increase for managerial staff |  |
| 85 | 78/TB-HDQT | December 27, 2023 | Notice of the meeting of the Board of Directors , Q1/2024 |  |

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

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| --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Bui Thi Kim Khanh | Chief | April 28, 2016 | Bachelor of Finance |
| 2 | Tran The Anh | Member | May 10, 2018 | Bachelor of Finance and Accounting |
| 3 | Nguyen Quynh Trang | Member | April 19, 2010 | Bachelor of Economics |

1. Board of Management

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Executive Management | Date of birth | Qualification | Date of appointment as member of the Board of Executive Management |
| 1 | Mr Dinh Van Duan |  | Master of Engineering | * Appointed as General Manager of the Company for the first time: April 18, 2015 * Re-elected: From June 09, 2020 |
| 2 | Mr. Nguyen Van Hoang |  | Master of Engineering | * Appointed as the Deputy General Manager on August 01, 2017 * Re-elected: September 15, 2022. |
| 3 | Mr Phung Hong Quang |  | Engineering Geology - Geotechnical Engineer and Bachelor of Economic Management | Appointed as the Deputy General Manager on July 01, 2021 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Le Minh Quyet |  | Bachelor of Economics | * First appointed on April 20, 2013 * Re-elected: August 01, 2018 * Re-elected: September 15, 2023 |

1. Training on corporate governance: None
2. List of PMDR of the public company:
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 Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the 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 General Manager and other managers have been founding members or the members of the Board of Directors, the Executive 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 members of the Board of Directors, members of the Supervisory Board, the 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, the General Manager and other managers: None.

VIII. Share transactions between PDMR and affiliated persons of PDMR:

1. Transaction of PDMR and affiliated persons of the Company’s shares: None.
2. Transactions between PDMR and persons related to the Company’s.
3. Other noticeable issues: None