**SBD: Annual Corporate Governance Report 2023**

On January 24, 2024, Sao Bac Dau Technologies Corporation announced Report No. 01/2024/BCQT-SBD on corporate governance of the Company in 2023 as follows:

Name of Company: Sao Bac Dau Technologies Corporation

Head office address: Zone U14b-16a, Street 22, Tan Thuan Industrial Park, Tan Thuan Dong Ward, District 7, HCM City

Phone number: 028 37700968 Fax: 028 37700969 Email: info@saobacdau.vn

Charter capital: VND 135,146,800,000

Securities code: SBD

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
* On July 19, 2023 Sao Bac Dau Technologies Corporation held the Annual General Meeting of Shareholders in accordance with the process prescribed in the Law on Enterprise, the Company’s Charter as well as other provisions for public company. The General Meeting of Shareholders approved the Annual General Mandate with the following contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | In 2023 | July 19, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (2023)
	1. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Duc Quang | Chair of the Board of Directors | July 16, 2022 |  |
| 2 | Mr. Do Van Hao | Deputy Chair of the Board of Directors | July 16, 2022 |  |
| 3 | Mr. Nguyen Viet Thang | Deputy Chair of the Board of Directors | July 16, 2022 |  |
| 4 | Mr. Le Hong Phong | Non-executive member of the Board of Directors | July 16, 2022 |  |
| 5 | Mr. Nguyen Xuan Truong | Members of the Board of Directors | July 16, 2022 |  |
| 6 | Mr. Dang Nam Son | Non-executive member of the Board of Directors | July 16, 2022 |  |
| 7 | Mr. Nguyen Tuan Nghia | Non-executive member of the Board of Directors | July 16, 2022 |  |

* 1. Board Resolutions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT | January 05, 2023 | Approve the record date to exercise the right to receive dividend by shares. |
| 2 | 02/2023/NQ-HDQT | January 17, 2023 | Approve the dismissal as Deputy General Manager for Mr. Nghiem Sy Thang |
| 3 | 03/2023/NQ-HDQT | January 17, 2023 | Approve the appointment as Deputy General Manager for Mr. Tran Tuyen Duc |
| 4 | 04/2023/NQ-HDQT | February 14, 2023 | Approve the standards and principles for determining the number of shares distributed to each entity; list of employees participating in the program; execution time; plan on handling the remaining shares of the offering |
| 5 | 05/2023/NQ-HDQT | February 24, 2023 | Approve the offering date of the private placement to investors |
| 6 | 06/2023/NQ-HDQT | March 03, 2023 | Approve the Charter amendment and the Certificate of Business Registration adjustment, additional securities registrations with VSD and additional transactions registrations with HNX |
| 7 | 09/2023/NQ-HDQT | March 17, 2023 | Approve the promulgation of job descriptions for the Board of Directors’ titles |
| 8 | 10/2023/NQ-HDQT | March 20, 2023 | Approve the dismissal as General Manager for Mr. Le Hong Phong |
| 9 | 11/2023/NQ-HDQT | March 20, 2023 | Approve the appointment as General Manager for Mr. Nguyen Hong Minh |
| 10 | 12/2023/NQ-HDQT | March 22, 2023 | Approve the increase in the contributed capital at SBD South |
| 11 | 13/2023/NQ-HDQT | March 22, 2023 | Approve the increase in the contributed capital at SBD Solution |
| 12 | 14/2023/NQ-HDQT | March 24, 2023 | Approve the assignment of account holders at banks |
| 13 | 15/2023/NQ-HDQT | March 31, 2023 | Approve the plan to handle shares that employees do not exercise their rights to purchase in the share issuance according to the ESOP |
| 14 | 16/2023/NQ-HDQT | April 03, 2023 | Approve the adjustment of Mr. Nguyen Xuan Truong's title from Deputy Permanent General Manager to Deputy General Manager |
| 15 | 17/2023/NQ-HDQT | April 03, 2023 | Approve the dismissal as Deputy General Manager for Mr. Le Quoc Khanh |
| 16 | 18/2023/NQ-HDQT | April 15, 2023 | Approve the purchasing shares results of employees in the share issuance under the ESOP; |
| 17 | 19/2023/NQ-HDQT | April 15, 2023 | Approve the results of the private placement to investors and the post-issuance capital use plan |
| 18 | 20/2023/NQ-HDQT | April 19, 2023 | Approve hiring Chailease International Leasing Company Limited |
| 19 | 21/2023/NQ-HDQT | April 25, 2023 | Approve the dismissal and appointment of Capital Representative at SBD Solution |
| 20 | 22/2023/NQ-HDQT | April 25, 2023 | Approve the dismissal and appointment of Capital Representative at SBD South |
| 21 | 23/2023/NQ-HDQT | April 25, 2023 | Approve the appointment of representative for the contributed capital at SBD Telecom |
| 22 | 24/2023/NQ-HDQT | April 25, 2023 | Approve the dismissal and appointment of Capital Representative at HISSC |
| 23 | 25/2023/NQ-HDQT | April 26, 2023 | Approve the Charter amendment and the Certificate of Business Registration adjustment, additional securities registrations with VSD and additional transactions registrations with HNX |
| 24 | 26/2023/NQ-HDQT | May 24, 2023 | Approve the convening of the Annual General Meeting of Shareholders 2023 |
| 25 | 27/2023/NQ-HDQT | June 09, 2023 | Approve the sale of apartments in Vung Tau |
| 26 | 28/2023/NQ-HDQT | June 19, 2023 | Approve the promulgation of the Regulation on Information Disclosure |
| 28 | 30/2023/NQ-HDQT | July 19, 2023 | Approve the promulgation of the Operational Regulations of the Board of Directors |
| 29 | 31/2023/NQ-HDQT | July 21, 2023 | Approve hiring VILC |
| 30 | 32/2023/NQ-HDQT | September 25, 2023 | Approve hiring Chailease International Leasing Company Limited (1) |
| 31 | 33/2023/NQ-HDQT | September 25, 2023 | Approve hiring Chailease International Leasing Company Limited (2) |
| 32 | 34/2023/NQ-HDQT | October 10, 2023 | Approving the adjustment of credit limit period at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Saigon South Branch |
| 33 | 35/2023/NQ-HDQT | October 30, 2023 | Approve the appointment as Vice Chair of the Board of Directors for Mr. Nguyen Viet Thang |
| 34 | 36/2023/NQ-HDQT | November 30, 2023 | Approve the dismissal as Financial Manager for Mr. Pham Tran Ngoc Chuong |
| 35 | 37/2023/NQ-HDQT | December 21, 2023 | Approve the loan for capital at Vietcombank |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. MaiThi Thuy Mai | Chief of the Supervisory Board | July 16, 2022 | Bachelor |
| 2 | Ms. Dang Thi Thanh Huong | Members of the Supervisory Board | July 16, 2022 | Bachelor |
| 3 | Ms. Tran Thi My Nhi | Members of the Supervisory Board | July 19, 2023 | Bachelor |

1. The Executive Board

In 2023: The Executive Board includes:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Qualification | Date of appointment as the Member of the Executive Board | DateDate of dismissal as the Member of the Executive Board | Note |
| 1 | Mr. Nguyen Hong Minh | General Manager | January 12, 1970 |  | March 24, 2023 |  |  |
| 2 | Mr. Le Hong Phong | General Manager | March 31, 1968 | Master |  | March 24, 2023 |  |
| 3 | Mr. Nguyen Xuan Truong | Deputy General Manager | April 25, 1977 | Bachelor | April 03, 2023 |  | Adjusted the title from Deputy Permanent General Manager to Deputy General Manager |
| 4 | Mr. Tran Tuyen Duc | Deputy General Manager | January 05, 1969 | Bachelor | January 17, 2023 |  |  |
| 5 | Mr. Nghiem Sy Thang | Deputy General Manager |  | Bachelor |  | January 17, 2023 |  |
| 6 | Mr. Le Quoc Khanh | Deputy General Manager | September 02, 1978 | Bachelor |  |  April 03, 2023 |  |
| 7 | Mr. Pham Tran Ngoc Chuong | Manager of Finance | January 03, 1979 | Bachelor |  | November 30, 2023 |  |

1. Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date | Dismissal date | Note |
| Ngo Tien Manh | August 31, 1979 | Bachelor | August 23, 2022 |  |  |

1. Training on corporate governance
2. List of affiliated persons of the public company in 2023 and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision (if any, specify the issuance date) | Content, quantity, total value of transaction | Note |
| 1 | Saobacdau Telecom Service Joint Stock Company (SBD Telecom) | Subsidiary (ownership rate of 88.89%) | No. 0107426513 issued on May 10, 2016 by Ho Chi Minh City Department of Planning and Investment; the latest change on April 05, 2023 | Lot U14B-16A, Road No. 22, Tan Thuan Export Processing Zone, Tan Thuan Dong Ward, District 7, Ho Chi Minh City  | 12 months of 2023 |  | - Pay bills and advances according to the contract signed between two parties at a value of VND 1,559,333,243- Receive payment from loan contract of VND 3,905,000,000 | Regular trading in 12 months of 2023 |
| 2 | Sao Bac Dau South Technology Joint Stock Company (SBD South) | Subsidiary (ownership rate of 99.98%) | No. 0314167708 issued on December 21, 2016 by Ho Chi Minh City Department of Planning and Investment; the latest change on May 19, 2023 | Room 26, No. 8, Street 3, Quang Trung Software Park, Tan Chanh Hiep Ward, District 12, Ho Chi Minh City  | 12 months of 2023 |  | * Pay for server rental service: VND 150,000,000

- Refund money that the customer paid with the wrong beneficiary name and recipient account number: VND 796.455400* Receive 2022 dividends distributed from Southern SBD according to General Mandate No. 02/NQ-DHCD-2023: VND 3,301,134,068
* Other payables: Transfer capital to the Holding Company: VND 6,196,865,932
 | Regular trading in 12 months of 2023 |
| 3 | Sao Bac Dau Technologies Solutions Joint Stock Company (SBD Solution) | Subsidiary (ownership rate of 99.98%) | No. 0314919235 issued on March 13, 2018 by Ho Chi Minh City Department of Planning and Investment; the latest change on May 10, 2023 | Room 01, No. 8, Street 13, Quang Trung Software Park, Tan Chanh Hiep Ward, District 12, Ho Chi Minh City  | 12 months of 2023 |  | * Pay bills according to the contract signed between two parties with a value of VND 7,160,632,200
* Repay loan principal according to Contract No. 10/HDVV/2022 dated January 11, 2023: VND 1,400,000,000

- Receive payment from loan contract: VND 4,740,000,000* Other payables: Transfer capital from the Subsidiary to the Holding Company: VND 1,480,000,000
 | Regular trading in 12 months of 2023 |
| 4 | QI Technology Corporation | Joint Venture (ownership rate of 33.43%) | No. 0305350288 issued on November 30, 2007 by Ho Chi Minh City Department of Planning and Investment; the latest change on April 07, 2023 | Lot U14B-16A, Road No. 22, Tan Thuan Export Processing Zone, Tan Thuan Dong Ward, District 7, Ho Chi Minh City | 12 months of 2023 |  | - Pay bills according to service contract: VND 2,218,455/892- Other payables: VND 4,500,000,000 | Regular trading in 12 months of 2023 |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. Transactions between the Company and other entities: None.
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting): None.
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager): None.
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR in 2023
4. Company’s share transaction of PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period (according to the record list dated June 16, 2023) | Number of shares owned at the end of the period (according to the record list dated June 16, 2023) | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Hong Minh - General Manager |  | 105,900 | 0.87% | 0 | 0% | Sale |
| 2 | Do Van Hao - Vice Chair of the Board of Directors |  | 662,869 | 4.90% | 655,969 | 4.86% | Sale |
| 3 | Dang Nam Son - Member of the Board of Directors |  | 183,764 | 1.36% | 149,164 | 1.10% | Sale |

1. Other significant issues: