**SDY: Annual Corporate Governance Report 2023**

On January 18, 2024, Song Da Yaly Cement JSC announced Report No. 47/BC-SDY-HDQT on the corporate governance of the Company in 2023 as follows:

* Name of company: Song Da Yaly Cement JSC.
* Head office address: Village 9, Nghia Hung Commune,Chưpăh District, Gia Lai Province
* Tell: 0269.3845559
* Charter capital: VND 45,000,000,000.
* Securities code: SDY
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Implementation of the internal audit function: Unimplemented.

1. Activities of the General Meeting of Shareholders:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 03/23/NQ/SDY-HDQT. | January 13, 2023 | Board Resolution on approving the production and business results in Q4/2022 and the production and business plan for Q1/2023 |
| 2 | 05/23/NQ/SDY-HDQT. | March 23, 2023 | Board Decision on convening the Annual General Meeting of Shareholders 2023 |
| 3 | 09/23/NQ/SDY-HDQT. | April 10, 2023 | Board Resolution on approving the production and business results in Q1/2023 and the production and business plan for Q2/2023 |
| 4 | 21/23/NQ/SDY-HDQT. | April 18, 2023 | Board Resolution: Candidates for members of the Board of Directors, the Supervisroy and Appoint Mr. Bui Xuan Hai - member of the Board of Directors to be the host of the Annual General Meeting of Shareholders |
| 5 | 26/23/NQ/SDY-DHDCD 2023 | April 20, 2023 | Annual General Mandate 2023 |
| 6 | 32/23/NQ/SDY-HDQT. | April 20, 2023 | Board Resolution on electing the Chair of the Board of Directors for the term 2023-2026 - Ms. Tran Thi Len |
| 7 | 33/23/NQ/SDY-HDQT. | April 20, 2023 | Board Resolution on electing the Chief of the Supervisory Board for the term 2023-2028, Ms. Dang Thi Doan Trang |
| 8 | 42/23/QD/SDY-HDQT | May 26, 2023 | Board Decision on appointing Mr. Bui Xuan Hai to be the General Manager |
| 9 | 43/23/NQ/SDY-HDQT. | July 10, 2023 | Board Resolution on approving the results of production and business activities in the first 6 months of 2023 and the production and business plan for the last 6 months of 2023. |
| 10 | 44/23/NQ/SDY-HDQT. | October 09, 2023 | Board Resolution on the production and business results in the first 09 months of 2023 and the production and business plan for Q4/2023. |
| 11 | 45/23/QĐ/SDY-HDQT | December 11, 2023 | Board Decision: Appoint Mr. Bui Xuan Hai to be the capital representative of the Company at Công ty TNHH MTV Xi măng Elecem (tentatively translated as Elecem Cement Company Limited) |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/ dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Ms. Pham Thi Thu Ha | Chair of the Board of Directors | May 01, 2019 | April 20, 2023 |
| 2 | Ms. Tran Thi Len | Chair of the Board of Directors | April 20, 2023 |  |
| 3 | Mr. Bui Xuan Hai | Member of the Board of Directors -cum- the Company’s General Manager | July 01, 2017 |  |
| 4 | Ms. Vo Thi Ha Giang | Member of the Board of Directors | September 01, 2020 |  |

1. Board Resolutions/Board Decisions (Report of 2023):

|  |  |  |  |
| --- | --- | --- | --- |
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| 2 | 09/23/NQ/SDY-HDQT. | April 10, 2023 | Board Resolution on approving the production and business results in Q1/2023 and the production and business plan for Q2/2023 |
| 3 | 21/23/NQ/SDY-HDQT. | April 18, 2023 | Board Resolution: Candidates for members of the Board of Directors, the Supervisory and Appoint Mr. Bui Xuan Hai - member of the Board of Directors to be the host of the Annual General Meeting of Shareholders |
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1. The Supervisory Board/ Audit Committee (Report of 2023):
2. Information on members of the Supervisory Board/the Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Len | Chief of the Supervisory Board | October 30, 2015 to April 20, 2023 | Bachelor of Economics, Finance, and Banking |
| 2 | Dang Thi Doan Trang | Chief of the Supervisory Board | April 20, 2023 | Bachelor of Economics and Finance  Vietnam Technological and Commercial Joint- stock Bank |
| 3 | Mr. Nguyen Le Trung Phi | Member of the Supervisory Board | June 01, 2018 | Bachelor of Business Administration |
| 4 | Ms. Mai Ngoc Lien | Member of the Supervisory Board | May 01, 2019 | Bachelor of Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Bui Xuan Hai | August 30, 1963 | Electronic Engineer | July 01, 2017 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mai Trung Kien | July 11, 1983 | College Degree of Accounting | November 01, 2019 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (report of 2023) and transactions between the affiliated persons of the Company with 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 the Company’s PDMR, affiliated persons of PDMR and subsidiaries, 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 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):

|  |  |  |  |
| --- | --- | --- | --- |
| Other affiliated parties | Relationship | | |
| Icapital Investment Joint Stock Company. | The company with the same key managers | | |
|  | Accumulated from the beginning of the year to the end of this quarter | | |
| Icapital Investment Joint Stock Company. | 2023 |  | 2022 |
| Payments for principal debts | 700,000,000 |  | 1,200,000,000 |
| Pay loan interest | 300,000,000 |  | 1,300,000,000 |
| Interest incurred | 237,625,000 |  | 336,450,000 |

* 1. Transactions between the Company and the companies where the 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
  2. 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.

1. Share transactions of PDMR and affiliated persons of PDMR (Report in 2023)
2. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
3. Other significant issues None.