**SZG: Annual Corporate Governance Report 2023**

On January 24, 2024, Sonadezi Giang Dien Joint Stock Company announced Report No. 35/BC-SZG-HDQT on the corporate governance in 2023 as follows:

* Corporation; Sonadezi Giang Dien Joint Stock Company.
* Head office address: Road 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam
* Tel: 0251 3833388; Fax: 0251 3833399
* Email: szg@sonaclezi-giangdicn.vn
* Charter capital: VND 548,980,000,000
* Securities code: SZG
* 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 Mandate/Decisions.

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 93/2023/NQ- SZG | April 19, 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. Tran Hoai Nam | Chair of the Board of Directors | April 07, 2022 | December 18, 2023 |
| Member of the Board of Directors | April 07, 2022 |  |
| 2 | Ms. Nguyen Thi Hanh | Chair of the Board of Directors | December 18, 2023 |  |
| Member of the Board of Directors | April 07, 2022 |  |
| 3 | Mr. Tran Tan Nhat | Member of the Board of Directors | April 07, 2022 |  |
| 4 | Mr. Ngo Xuan Quang | Member of the Board of Directors | April 07, 2022 |  |
| 5 | Mr. Truong Dinh Hiep | Member of the Board of Directors | April 07, 2022 |  |

1. Board Resolutions/Board Decisions (in 2023):

In 2023, the Board of Directors held 04 meetings and had 55 times collecting members of the Board of Directors’ opinions via a ballot. The meetings are held in accordance with the order and procedures specified in the Company's Charter with the full participation of members of the Board of Directors and approved the following issues:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/QD-SAF-HDQT | January 09, 2023 | Decision on signing the "Construction Contract for Warehouse 18" of the Investment Project on Warehouse Rental Complex in Giang Dien Industrial Zone with a related party |
| 2 | 29/QD-SAF-HDQT | February 21, 2023 | Decision on approving the plan for contractor selection for the remaining bid packages of the Investment Project on Construction and Business Infrastructure Development of Giang Dien Industrial Zone - Phase 3 (Batch 17) |
| 3 | 32/QD-SAF-HDQT | February 23, 2023 | Decision on termination and signing the Contract to supply bottled drinking water, bottled water brand "Doriv" for working purposes at the Company with D0WAC0 |
| 4 | 33/NQ-SZG-HDQT | February 27, 2023 | Resolution on organizing the Annual General Meeting of Shareholders in 2023 |
| 5 | 42/QD-SAF-HDQT | March 01, 2023 | Decision on supporting the purchase of land lots or ready-built attached houses for households with acquired land areas of over 5,000 sqm in 2023 under the Giang Dien Residential and Service Urban Area project |
| 6 | 04/2023/NQ-SZG- HDQT | March 24, 2023 | Decision on signing the contract to monitor environmental quality of Sonadezi Building in 2023 with SDV |
| Decision on borrowing working capital to serve production and business activities of the Company |
| Decision on finalizing payroll in 2022 and payroll fund for Employees, payroll fund and remuneration for Managers in 2023 |
| Decision on amendments and supplements to the Company’s Emulation and Commendation Regulations |
| Decision on the price framework for land lease, warehouse lease at Giang Dien Industrial Zone in 2023 |
| 7 | 87/QD-SAF-HDQT | April 10, 2023 | Decision on warehouse rental rates and accompanying preferential conditions for Warehouses No. 17 and 18 at Giang Dien Industrial Zone |
| 8 | 95/QD-SAF-HDQT | April 12, 2023 | Decision on issuing Regulations on personnel planning work of the Company |
| 9 | 94/QD-SAF-HDQT | April 17, 2023 | Decision on extending the payment deadline for land rental fees and reducing the leased land area under the Land Sublease Contract No. 60/HDTĐ/GD signed with Van Huu Thinh Company Limited |
| 10 | 189/SZG-HDQT | April 17, 2023 | Decision on the capital representative collecting for opinions to convene the Annual General Meeting of Shareholders |
| 11 | 98/QD-SAF-HDQT | April 19, 2023 | Decision on paying other support expenses for Ms. Pham Ngoc Hanh's household under the Giang Dien Industrial Zone project |
| 12 | 99/QD-SAF-HDQT | April 26, 2023 | Decision on distributing and paying additional 2022 remuneration for the Board of Directors and the Supervisory Board |
| 13 | 112/QD-SAF-HDQT | May 05, 2023 | Decision on evaluating the Company’s Capital Representative in 2022 |
| 14 | 115/QD-SAF-HDQT | May 17, 2023 | Decision on paying brokerage commission to Quy Loc Vuong One Member Company Limited which provided advice and introduced tenants for Warehouse B at Giang Dien Industrial Zone |
| 15 | 122/QD-SAF-HDQT | May 30, 2023 | Decision on signing the Contract to make the proposal report for the environmental license of the "Investment Project on Construction and Business of Sonadezi Building" with Sonadezi Service Joint Stock Company |
| 16 | 124/QD-SAF-HDQT | May 29, 2023 | Decision on extending the End Date and applicable rental rates for the extended period of Contract No. 30/HDTD/GD signed with Air Manufacturing Innovation Vietnam Limited Liability Company |
| 17 | 123/QD-SAF-HDQT | May 25, 2023 | Decision on adjusting personnel of the Appraisal Team for Contractor Selection Plan for the remaining bid packages of the Investment Project on Construction and Business Infrastructure Development of Giang Dien Industrial Zone |
| 18 | 132QD-SZG-HDQT | June 19, 2023 | Decision on adjusting personnel of the Appraisal Team for Contractor Selection Plan for the remaining bid packages of the Investment Project on Construction and Business Infrastructure Development of Giang Dien Industrial Zone |
| 19 | 130/QD-SAF-HDQT | June 12, 2023 | Decision on signing the annex to extend the office lease contract at Sonadezi Building with Sonadezi Binh Thuan Shareholding Company |
| 20 | 126/QD-SAF-HDQT | June 02, 2023 | Decision on supporting Ms. Nguyen Thi Dang's household under the An Binh Residential Area expansion project |
| 21 | 05/2023/NQ-SZG-HDQT | June 22, 2023 | Decision on selecting the audit company to audit the Financial Statements 2023 of the Company |
| Decision on reducing the late interest penalty for An Thinh Dong Nai Investment Joint Stock Company related to land rental fees according to Land Sublease Contract No. 24/HDTD/GD |
| Decision on merging and transferring the functions, tasks and personnel of the Technical-Service Team, Human Resources Administration Department to the Technical Department |
| Decision on paying 2021, 2022 bonuses for the Company's Managers |
| Decision approving the adjustment and supplementation of contractor selection plans for bidding packages under the Construction and Infrastructure Development Investment Project of Giang Dien IZ - Phase 3 (batch 17) |
| 22 | 144/QD-SAF-HDQT | June 29, 2023 | Decision on rental pricing policy for Building E - An Binh Residential Area |
| 23 | 156/QD-SAF-HDQT | July 10, 2023 | Decision on making additional provision and reversing provision for bad debts in the first 6 months of 2023 |
| 24 | 157/QD-SAF-HDQT | July 11, 2023 | Decision on salary scale promotion for managerial staff of the Company |
| 25 | 158/QD-SAF-HDQT | July 12, 2023 | Decision on seconding staff to attend courses at Sonadezi College of Technology and Management |
| 26 | 171/QD-SAF-HDQT | July 27, 2023 | Decision approving the supplementary list of managerial and leadership nominees of the Company for the 2020-2025 and 2025-2030 terms (2023) |
| 27 | 174/QD-SAF-HDQT | August 10, 2023 | Decision on signing the Contract to implement the "Operation testing of Wastewater Treatment Plant Phase 2 - Stage 2" bidding package with Sonadezi Service Joint Stock Company |
| 28 | 176/QD-SAF-HDQT | August 04, 2023 | Decision on establishing the Appraisal Team for Feasibility Study Report of the Drainage Canal along IZ Boundary (from boundary marker 16 to 21A) at Giang Dien IZ, Dong Nai province |
| 29 | 177/QD-SAF-HDQT | August 10, 2023 | Decision on approving the Feasibility Study Report of the Drainage Canal along IZ Boundary (from boundary marker 16 to 21A) |
| 30 | 175/QD-SAF-HDQT | August 10, 2023 | Decision on approving the removal plan for old trees along Road ĐCD.02 (from DCD.07- DCD.09), Road DCD.07 (from DCD.02- ĐCD.08) and replanting suitable trees |
| 31 | 199/QD-SAF-HDQT | August 28, 2023 | Decision on warehouse rental rates and related incentives for Warehouse NX41 in Giang Dien IZ |
| 32 | 172/QD-SZG-HDQT | August 07, 2023 | Decision on approving the leasing of land in Giang Dien IZ |
| 33 | 88/QD-SZG-HDQT | August 17, 2023 | Decision approving staff to participate in a study tour in Australia |
| 34 | 201/QD-SZG-HDQT | August 29, 2023 | Decision on approving contractor selection plan for bidding packages under Construction and Infrastructure Development Investment Project of Giang Dien IZ - Phase 3 (period No.18) |
| 35 | 200/QD-SZG-HDQT | August 29, 2023 | Decision on approving contractor selection plan for bidding packages Phase 9 of Industrial Leasehold Complex Construction Project in Giang Dien IZ |
| 36 | 204/QD-SZG-HDQT | August 31, 2023 | Decision on dividend payment for the second period of 2022 (final period) |
| 37 | 207/QD-SZG-HDQT | September 06, 2023 | Decision on signing appendix to extend the office leasing contract at Sonadezi Tower with Sonadezi Corporation |
| 38 | 06/2023/NQ-SZG-HDQT | September 29, 2023 | Decision on withdrawing the lawsuit against An Thinh Dong Nai Investment Joint Stock Company related to land rental fees according to Land Sublease Contract No. 24/HDTD/GD |
| Decision on paying interim dividend in 2023  |
| Decision on signing appendix to adjust office leasing area at Sonadezi Tower with Sonadezi Service Joint Stock Company |
| Decision on signing domain name transfer contract of “sonadezi-giangdien.vn” from Sonadezi Corporation to Sonadezi Giang Dien Joint Stock Company |
| Decision approving the adjustment plan of Giang Dien IZ 1/2,000 detailed planning |
| Decision approving the supplementary investment of 22kV Medium Voltage Line for Industrial Leasehold Complex Lot 14 and land lessees |
| Decision approving the addition of protective frames around the two outdoor areas on 19th floor of Sonadezi Tower |
| Decision approving the implementation of housing project for workers and experts in Giang Dien IZ |
| 39 | 229/QD-SAF-HDQT | October 05, 2023 | Decision on extending the office leasing contract at Sonadezi Tower with SONADEZI Chau Duc Shareholding Company |
| 40 | 237/QD-SZG-HDQT | November 03, 2023 | Decision on approving the contractor selection plan (period No. 5) for the New Industrial Leasehold Complex Construction Project on land lots 02A and 14 |
| 41 | 238/QD-SZG-HDQT | October 30, 2023 | Decision on establishing the Appraisal Team for contractor selection plan of Cleaning Service package at Sonadezi Tower in 2024 and Security Service package at Sonadezi Tower in 2024 |
| 42 | 240/QD-SZG-HDQT | November 03, 2023 | Decision on approving contractor selection plan for Cleaning Service package at Sonadezi Tower in 2024 and Security Service package at Sonadezi Tower in 2024 |
| 43 | 239/QD-SZG-HDQT | October 31, 2023 | Decision on adjusting and supplementing contents related to signing Appendix of office leasing contract extension at Sonadezi Tower with Sonadezi Corporation |
| 44 | 248/QD-SZG-HDQT | November 21, 2023 | Decision on adjusting Management Fee rates at Giang Dien IZ |
| 45 | 241/ND-SZG-HDQT | November 07, 2023 | Resolution on approving the adjustment of Investment Certificate for Construction and Infrastructure Development Investment Project in Giang Dien IZ |
| 46 | 249/QD-SZG-HDQT | November 21, 2023 | Decision on approving the final financial settlement of Salary Fund in 2023 |
| 47 | 253/QD-SZG-HDQT | November 20, 2023 | Decision approving contractor selection plan for consulting service packages serving the Audit bidding package for Warehouses No.1 to No.16 of Industrial Leasehold Complex construction project in Giang Dien IZ |
| 48 | 251/QD-SZG-HDQT | November 22, 2023 | Decision on adjusting office leasing duration at Sonadezi Tower with Sonadezi Binh Thuan Shareholding Company |
| 49 | 255/QD-SZG-HDQT | November 22, 2023 | Decision on adjusting personnel of Bid Evaluation Team for remaining bidding packages under Construction and Infrastructure Development Investment Project in Giang Dien IZ |
| 50 | 252/QD-SZG-HDQT | November 20, 2023 | Decision on establishing Bid Evaluation Team for consulting service packages serving Cleaning Service package and Security Service package at Sonadezi Tower in 2024 |
| 51 | 254/QD-SZG-HDQT | November 21, 2023 | Decision on approving the contractor selection plan for consulting service packages serving Cleaning Service package and Security Service package at Sonadezi Tower in 2024 |
| 52 | 267/QD-SZG-HDQT | November 20, 2023 | Decision on establishing the Appraisal Team for Feasibility Study Report of 22kV Medium Voltage Line for Industrial Leasehold Complex Lot 14 and land lessees |
| 53 | 268/QD-SZG-HDQT | November 28, 2023 | Decision approving the Feasibility Study Report of 22kV Medium Voltage Line for Industrial Leasehold Complex Lot 14 and land lessees |
| 54 | 266/QD-SZG-HDQT | November 29, 2023 | Decision approving the contractor selection plan for bidding packages under Construction and Infrastructure Development Investment Project of Giang Dien IZ - Phase 3 (Round 20) |
| 55 | 07/2023/NQ-SZG-HDQT | December 18, 2023 | Decision on dismissing Ms. Nguyen Thi Hanh |
| December 18, 2023 | Decision on dismissing Mr. Tran Hoai Nam |
| December 18, 2023 | Decision on electing Ms. Nguyen Thi Hanh as Chair of the Board of Director |
| December 18, 2023 | Decision on appointing Mr. Hoang Sy Quyet as General Manager |
| December 18, 2023 | Decision on changing business registration contents |
| December 18, 2023 | Decision on evaluating the Company's Executive Manager in 2023 |
| 56 | 315/QD-SZG-HDQT | December 29, 2023 | Decision on signing appendix to extend Security Service contract at Giang Dien IZ |
| 57 | 316/QD-SZG-HDQT | December 29, 2023 | Decision on signing appendix to extend Infrastructure Maintenance Contract of Giang Dien IZ and connecting road in 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of Supervisory BoardBoard | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Dismissal date |
| 1 | Ms. Ngo Thi Thu Hien | Chief | April 07, 2022 |  | Master of Finance and Banking |
| 2 | Ms. Nguyen Tu Loan | Member | April 07, 2022 |  | Master of Accounting |
| 3 | Mr. Tran Viet Long | Member | April 07, 2022 |  | Bachelor of Finance - Banking, Traffic Construction Engineer |

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Ms. Nguyen Thi Hanh | General Manager  | February 03, 1976 | Master of Accounting | April 07, 2022 | December 18, 2023 |
| 2 | Mr. Hoang Sy Quyet | General Manager | November 10, 1981 | Post and Telecommunications Economic Engineer - Construction Technical Engineer | December 18, 2023 |  |
| 3 | Mr. Ngo Xuan Quang | Deputy General Manager | October 24, 1976 | Construction Engineer | April 07, 2022 |  |

V. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Nguyen Bach Thao | January 22, 1982 | Bachelor of Economics | 4/07/2022 |

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 and affiliated persons of PDMR

Appendix 2 attached.

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries controlled by the Company.
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).
	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).
	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 Manager (General Manager) and other managers.
3. Share transactions of PDMR and affiliated persons of PDMR (Report in 2023)
4. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | 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 offered shares | Rate |
| 1 | Ms. Ngo Thi Thu Ha | The biological daughter of Ms. Ngo Thi Thu Hien | 300,000 | 0.55% | 50,000 | 0.09% | Sale |

IX. Other significant issues: None.

 Appendix 02: Transactions between the Company and affiliated persons of the Company: ;or between the Company and major shareholders, PDMR, and affiliated person of PDMR .

Attached with this Report No. 35/PLYK-SZG-HDQT dated January 24, 2024

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 No. or Board Resolution/Decision No. (including date of issue, if any) | Contents quantity, total value of transaction | Note |
| 1 | SONADEZI Corporation (SNZ) | Holding Company | No.: 3600335363 Date of issue: February 1, 2016, Place of issue: Department of Planning and Investment of Dong Nai Province. | No. 1, Road 1, Bien Hoa Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province  | In 2023 | Board Decision No. 207/QD-SZG- HDQT dated September 6, 2023 of the Company | Rent an office at Sonadezi Building for VND 4,299,270,000  | Purchasing goods |
| 2 | Sonadezi College of Technology and Management | Organization related to Affiliated company's PDMR in the same system of Sonadezi Corporation. | No. 3600788797 Date of issue: June 1, 2005, Place of issue: Department of Planning and Investment of Dong Nai Province. | No. 01, 6A Street, Bien Hoa 2 Industrial Park, Long Binh Tan Ward, Bien Hoa, Dong Nai province | 13,20,25 July 27, 2023 and August 3, 2023 | Decision No. 158/QD-SZG- HDQT dated July 12, 2023 of the Company | Course for staff VND 15,000,000  | Buy goods |
| 3 | Dong Nai Water Joint Stock Company | Organizations related to Subsidiaries’ PDMR in the same system of Sonadezi Corporation. | No. 3600259296 (7th change) Date of Issue: May 11, 2021, Place of issue: Department of Planning and Investment of Dong Nai Province. | 48 Cach Mang Thang Tam Street, Quyet Thang Ward. Bien Hoa City, Dong Nai Province | In 2023 | Decision No. 32/QD-SZG-HDQT dated February 23, 2023. | Doriv drinking water with a total value of VND 19,760,000  | Buy goods |
| 4 | Sonadezi Long Binh Joint Stock Company. | Organizations related to Subsidiaries’ PDMR in the same system of Sonadezi Corporation. | No. 3601867699 (4th change) Date of issue: May 25, 2021, Place of issue: Department of Planning and Investment of Dong Nai Province. | No 1, Street 3A, Bien Hoa II Industrial Park, Bien Hoa City, Dong Nai Province | In 2023 | Board Decision No. 237/QD-SZG-HDQT dated October 20, 2022. | Advertising servicesVND 210,000,000 | Purchasing goods |
| 5 | Development Investment Construction Number 2 Joint Stock Company. | Organizations related to Subsidiaries’ PDMR in the same system of Sonadezi Corporation. | No. 3600259560 Date of issue: January 03, 2006, Place of issue: Department of Planning and Investment of Dong Nai Province. | No. 47, Street D9, Vo Thi Sau Residential Area, Quarter 7, Thong Nhat ward, Bien Hoa city, Dong Nai province | In 2023 | Board Decision No. 237/QD-SZG-HDQT dated October 20, 2022. | Advertising services with a total value of VND 80,000,000  | Purchasing goods |
| 6 | Sonadezi Long Thanh Shareholding Company | Organizations related to Subsidiaries’ PDMR in the same system of Sonadezi Corporation. | No. 4703000058 (15th change) Date of issue: July 02, 2021, Place of issue: Department of Planning and Investment of Dong Nai Province. | Long Thanh Industrial Park, Tam An Commune, Long Thanh District, Dong Nai Province | In 2023 | Board Decision No. 237/QD-SZG-HDQT dated October 20, 2022. | Advertising services with a total value of VND 210,000,000 | Purchasing goods |
| 7 | Sonadezi Binh Thuan Shareholding Company (SZT) | Organizations related to Subsidiaries’s PDMR in the same system of SONADEZI Corporation | 3401205899 (1st change) Date of issue: September 21, 2020, Place of issue: Tinh Binh Department of Planning and Investment | 443 Quarter 1, Tan Minh Town, Ham Tan District, Binh Thuan Province, Vietnam | In 2023 | Board Decision No. 184/QD-SZG-HDQT dated August 17, 2022. | Meeting room rental service with a total value of VND 6,400,000  | Purchasing goods |
| 8 | Sonadezi Services Joint Stock Company | Organizations related to Subsidiaries’s PDMR in the same system of SONADEZI Corporation  | No.: 3600890938 Date of issue: June 26, 2019, Place of issue: Department of Planning and Investment of Dong Nai Province. | 8th floor, Sonadezi Building, No. 1, Street 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province | In 2023 | Board Decision No. 184/QD-SZG-HDQT dated August 17, 2022. | Meeting room rental service with a total value of VND 17,800,000 | Purchasing goods |
| Board Decision No. 174/QD-SZG-HDQT dated August 10, 2023. | Rent trial operation of waste treatment works with a total value of VND 78,000,000  | Buy goods |
| Board Decision No. 61/QD-SZG-HDQT dated March 24, 2023. | Environmental quality monitoring at Sonadezi building with a total value of VND 26,377,920 | Buy goods |
| Board Decision No. 122/QD-TBXD-HDQT dated May 30, 2023. | Hiring to prepare a report proposing the issuance of an Environmental License for the facility 'Sonadezi Building Investment and Business' with a total value of 244,200,000 VND | Buy goods  |