**S12: Annual Corporate Governance Report 2023**

On January 24, 2024, Song Da No 12 Joint Stock Company announced report No. 06/BC-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: Song Da No 12 Joint Stock Company
* Head office address: No. V5A-01, Van Phu Urban Area, Phu La Ward, Ha Dong District, Hanoi City.
* Charter capital: VND 50,000,000,000
* Securities code: S12
* 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 (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCD-SD12 | June 28, 2022 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Dang Van Chien | Chair of the Board of Directors | June 24, 2022 |  |
| 2 | Mr. Nguyen Van Hai | Member of the Board of Directors-cum-General Manager | June 30, 2020 |  |
| 3 | Mr. Tran The He | Member of the Board of Directors - Deputy General Manager of the Company | June 30, 2020 |  |
| 4 | Mr. Dao Tuan Khoi | Member of the Board of Directors (Non-executive) | June 30, 2020 |  |

1. Board Resolutions/Decisions: In 2023, the Company's Board of Directors has promulgated 56 documents, including 20 Resolutions and Decisions (Appendix attached).
2. The Supervisory Board:
3. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Mr. Do Anh Thai | Chief of the Supervisory Board | June 30, 2020 | Master of Finance |
| 2 | Mr. Nguyen Sy Linh | Members of the Supervisory Board | June 30, 2020 | Master of Economics majoring in Accounting |

1. Training on corporate governance: None
2. List of affiliated persons of the listed company and transactions between affiliated persons of the Company with the Company itself
3. Transactions between the Company and its affiliated persons, or between the Company and major shareholders, PDMR and 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 General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years ( 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 General Manager: None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager and other managers. None
6. Share transactions of PDMR and affiliated persons of PDMR:
7. Listed company’s share transactions of PDMR and affiliated persons of PDMR: None.
8. Other significant issues: None.

Appendix: LIST OF RESOLUTIONS/DECISIONS ISSUED (Attached to the 2023 Management Report of Song Da 12 Joint Stock Company)

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| No. | Code | Date | Content |
| 1 | 04-2023/NQ-HDQT | February 22, 2023 | Resolution on liquidation of old assets that are no longer needed (DEUZT generator) |
| 2 | 05-2023/QD-HDQT | February 22, 2023 | Decision on liquidation of old assets that are no longer needed (DEUZT generator) |
| 3 | 07-2023/NQ-HDQT | March 15, 2023 | Resolution on adjusting the reduction of the starting price to auction old assets that are not in use (MPD DEUZT) |
| 4 | 08-2023/QD-HDQT | March 15, 2023 | Decision on adjusting the reduction of the starting price to auction old assets that are not in use (MPD DEUZT) |
| 5 | 11-2023/NQ-HDQT | April 12, 2023 | Resolution on Meeting of the Board of Directors in Q1/2023 |
| 6 | 12-2023/QD-HDQT | April 12, 2023 | Resolution on extending the time to organize and record the list of shareholders attending the 2023 Annual General Meeting of Shareholders |
| 7 | 13.2023/NQ-HDQT | April 12, 2023 | Decision on assigning tasks to the members of the Board of Directors |
| 8 | 14-2023/NQ-HDQT | April 12, 2023 | Resolution on approving the Meeting’s contents draft and time for organizing the Annual General Meeting of Shareholders 2023. |
| 9 | 16-2023/NQ-HDQT | April 20, 2023 | Resolution on approving the plan on unused assets liquidation |
| 10 | 17-2023/QD-HDQT | April 20, 2023 | Decision on approving the plan on unused assets liquidation (01 Sumitomo crane) |
| 11 | 19-2023/NQ-HDQT | April 27, 2023 | Resolution on approving the extension of dividend payment time in 2011 |
| 12 | 33-2023/NQ-HDQT | June 28, 2023 | Resolution on Board of Directors meeting on promulgation of the Company’s Charter and regulations (amendments and supplements in 2023) |
| 13 | 34-2023/NQ-HDQT | June 28, 2023 | Decision on promulgating the Internal Regulations on Corporate Governance (amendments and supplements in 2023). |
| 14 | 35-2023/QD-HDQT | Jun 28, 2023 | Decision on approving the Operational regulations of the Company’s Board of Directors (amendments and supplements in 2023); |
| 15 | 41-2023/NQ-HDQT | August 30, 2023 | Resolution on suspending operations of Song Da No 12 Joint Stock Company - Construction and Transport Engineering Enterprise for 01 year (from September 10, 2023 to September 9, 2024) |
| 16 | 42-2023/QD-HDQT | August 30, 2023 | Decision on suspending operations of Song Da No 12 Joint Stock Company - Construction and Transport Engineering Enterprise for 01 year (from September 10, 2023 to September 9, 2024) |
| 17 | 45-2023/NQ-HDQT | September 18, 2023 | Resolution on dissolution of Song Da No 12 Joint Stock Company Branch - Song Da Enterprise 12.4 |
| 18 | 46-2023/QD-HDQT | September 18, 2023 | Decision on dissolution of Song Da No 12 Joint Stock Company Branch - Song Da Enterprise 12.4 |
| 19 | 50-2023/QD-HDQT | October 10, 2023 | Decision on dissolution of Song Da No 12 Joint Stock Company Branch - Song Da 12.4 Enterprise (replacing Decision No. 46- 2023/QD-HDQT) |
| 20 | 51-2023/NQ-HDQT | October 26, 2023 | Resolution on holding the Meeting of the Board of Directors in Q3/2023 |