**SD2: Annual Corporate Governance Report 2023**

On January 24, 2024, Song Da 2 JSC announced Report No. 02/BC-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: Song Da 2 JSC
* Address: Km10, Nguyen Trai Street, Van Quan Ward, Ha Dong District, Hanoi
* Tel: 024 33 510 542 Fax: 024 33 828 255
* Charter capital: VND 144,235,360,000
* Securities code: SD2

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 No. | Date | Content |
| 1 | 39/2023/NQ-DHDCD | June 26, 2023 | 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 of the Board of Directors | Number of Board Meetings attended | Attendance rate (%) | Reason for absence |
| 1 | Mr. Duong Ngoc Hai | Chair of the Board of Directors | June 29, 2021 | 02/02 | 100 |  |
| 2 | Mr. Hoang Van Son | Member of the Board of Directors | February 28, 2022 | 02/02 | 100 |  |
| General Manager | November 13, 2023 |  |
| 4 | Mr. Nguyen Vu Luat | Member of the Board of Directors | May 29, 2017 | 02/02 | 100 |  |
| 5 | Mr. Bui Xuan Ngoc | Member of the Board of Directors | June 29, 2021 | 02/02 | 100 |  |
| 6 | Mr. Le Van Toan | Member of the Board of Directors | June 29, 2021 | 02/02 | 100 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| 1 | 01/NQ-HDQT | January 13, 2023 | Resolution on approving the plan to establish a Construction Unit under the Company to construct Construction Package No. 1 - Ring Road V Project - section through Thai Nguyen Province (from Phu Binh District connecting to Bac Giang Province) |
| 2 | 02/QD-HDQT | January 13, 2023 | Decision on the establishment of an unit under the Company (construction unit No. 1 - ring road 5) |
| 3 | 05/NQ-HDQT | March 13, 2023 | Resolution on Board Meeting for Q1/2023 |
| 4 | 06/NQ-HDQT | March 14, 2023 | Resolution on approving the additional guarantee limits in 2023 and additional mortgage assets at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch. |
| 5 | 07/NQ-HDQT | March 14, 2023 | Resolution on approving the depreciation rate of fixed assets in 2023 of the Company |
| 6 | 08/NQ-HDQT | March 14, 2023 | Resolution on approving the management cost settlement 2022 of the Xuong Rong Lake Urban Area Project Management Board. |
| 7 | 09/NQ-HDQT | March 14, 2023 | Resolution on approving the management cost settlement 2022 of the Company. |
| 8 | 10/NQ-HDQT | March 14, 2023 | Resolution on approving the management cost settlement 2022 of the Xuong Rong Lake Urban Area Project Management Board. |
| 9 | 11/NQ-HDQT | March 14, 2023 | Resolution on approving the management cost project 2023 of the Company. |
| 10 | 12/NQ-HDQT | March 20, 2023 | Resolution on approving solutions to ensure the financial situation of debt repayment to the State budget, banks and policies related to social insurance of Song Da 2 E&C One Member Company Limited. |
| 11 | 13/NQ-HDQT | March 22, 2023 | Resolution on approving the liquidation plan for the car with license plate No. 30X-0986, materials and tools according to Resolution No. 66/NQ-HDQT dated September 30, 2022 and Resolution No. 75/NQ-HDQT dated December 15, 2022. |
| 12 | 14/NQ-HDQT | March 23, 2023 | Resolution on approving the business plan for 2 land plots in Lot SL-13( SL-13-07, SL-13-08) of Xuong Rong Lake Urban Area Project, Thai Nguyen City. |
| 13 | 16/NQ-HDQT | March 30, 2023 | Resolution on approving the time extension for organizing the Company’s Annual General Meeting of Shareholders 2023, no later than June 30, 2023. |
| 14 | 17/NQ-HDQT | April 05, 2023 | Resolution on the duty assignment for the Secretariat of the Board of Directors. |
| 15 | 20/NQ-HDQT | April 27, 2023 | Resolution on Board Meeting for Q2/2023. |
| 16 | 22/NQ-HDQT | May 09, 2023 | Resolution on convening the Annual General Meeting of Shareholders 2023. |
| 17 | 25/NQ-HDQT | June 08, 2023 | Resolution on approving joint venture contractors to participate in bidding for residential area projects in Quang Tho and Quang Tam Ward - Thanh Hoa Province. |
| 18 | 26/QD-HDQT | June 12, 2023 | Decision on convening the Annual General Meeting of Shareholders 2023. |
| 19 | 36/NQ-HDQT | June 20, 2023 | Resolution on the establishment of the Annual General Meeting of Shareholders’ Organizing Committee. |
| 20 | 40/QD-HDQT | June 29, 2023 | Decision on approving the feasibility study report of the construction investment project of CT2 mixed-use apartment building - Xuong Rong Lake Urban Area |
| 21 | 41/NQ-HDQT | July 03, 2023 | Resolution on approving the Audit Company for the Company’s Financial Statements 2023. |
| 22 | 42/NQ-HDQT | July 05, 2023 | NQ on approving the additional business line code 08/10: Mining and quarrying of stone, sand, gravel and clay. |
| 23 | 44/QD-HDQT | July 27, 2023 | Decision on raising salary for Mr. Le Van Toan. |
| 24 | 45/NQ-HDQT | August 09, 2023 | Resolution on approving the supplier of 01 Toyota Fortuner car. |
| 25 | 46/NQ-HDQT | August 11, 2023 | Resolution on approving the medium-term loan limit to buy 02 cars to serve the office sector at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch. |
| 26 | 47/NQ-HDQT | August 22, 2023 | Resolution on approving the working capital loan limit and guarantee in 2023 at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch. |
| 27 | 48/NQ-HDQT | August 22, 2023 | Resolution on approving the plan to establish a construction unit for 69 Lac Trung Project. |
| 28 | 49/NQ-HDQT | August 22, 2023 | Resolution on approving the legal consulting unit related to the Xuong Rong Lake urban area project. |
| 29 | 52/NQ-HDQT | September 12, 2023 | Resolution on Board Meeting for Q3/2023. |
| 30 | 54/NQ-HDQT | November 11, 2023 | Resolution on Board Meeting for Q4/2023. |
| 31 | 55/QD-HDQT | November 13, 2023 | Decision on the re-appointment of Mr. Hoang Van Son as the General Manager. |
| 32 | 56/NQ-HDQT | November 23, 2023 | Resolution on approving the 3rd time adjustments for the Townhouse Project at Huu Nghi Ward, Hoa Binh City. |
| 33 | 57/NQ-HDQT | December 26, 2023 | Resolution on approving lawyers to provide legal consulting services related to the case at bidding package No. 4, Da Nang - Quang Ngai Expressway Project. |
| 34 | 58/NQ-HDQT | December 28, 2023 | Resolution on approving the price for transferring land use rights and buildings on business land in Q4/2023 at Xuong Rong Lake urban area project. |

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

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings attended | Attendance rate (%) | Reason for absence |
| 1 | Mr. Nguyen Binh Luc | Chief | May 29, 2017 | 02/02 | 100 |  |
| 2 | Mr. Do Xuan Hoang | Member | June 29, 2021 | 02/02 | 100 |  |
| 3 | Mr. Le Tuan Viet | Member | June 29, 2021 | 02/02 | 100 |  |

1. Corporate governance training, courses that members of the Board of Directors, the Supervisory Board, the Executive Manager (General Manager), other managers and the Secretariat have participated according to the regulations on corporate governance: None.
2. List of affiliated persons of the listed company as prescribed in Clause 46, Article 4 of the Securities Law and transactions of 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: None
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
5. Transactions between the Company and other entities.
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): None
   2. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
   3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager): None
6. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
7. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies: None.
8. Other significant issues: None