**S55: Annual Corporate Governance Report 2023**

On January 29, 2024, Song Da 5.05 JSC announced Report No. 04/BC-S55-HDQT on the corporate governance in 2023 as follows:

* Name of company: Song Da 5.05 JSC
* Head office address: Tang Village - IaO Ward - Iagrai District - Gia Lai Province
* Tel: 02462.659.505 Email: [Songda505.s55@gmail.com](mailto:Songda505.s55@gmail.com)
* Charter capital: VND 100,000,000,000,0
* Securities code: S55
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Not executed.

1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 01 | 41/NQ-S55-DH23 | April 06, 2023 | Annual General Meeting of Shareholders 2023 |

1. Activities of the Board of Directors
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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 | Dang Tat Thanh | Chair of the Board of Directors | April 01, 2020 |  |
| 2 | Dang Quang Dat | Vice Chair of the Board of Directors | April 01, 2020 |  |
| 3 | Nguyen Dinh Phuong | Member of the Board of Directors | March 26, 2015 |  |
| 4 | Vu Son Thuy | Member of the Board of Directors | March 25, 2010 | April 06, 2023 |
| 5 | Nguyen Thuy Duong | Member of the Board of Directors | April 26, 2023 |  |
| 6 | Dang Van Tuyen | Member of the Board of Directors | March 25, 2010 |  |

1. Board Resolutions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | 09/NQ-S55-HDQT | February 01, 2023 | Approve the business cooperation policy with ANZA Joint Stock Company |
| 2 | 17/NQ-S55-HDQT | February 20, 2023 | Nominate individuals to attend and exercise voting rights at the Annual General Meeting of Shareholders 2023 at subsidiaries, joint ventures and companies with contributed capital from the Company |
| 3 | 13/NQ-S55-HDQT | February 28, 2023 | Receive transfer of capital contribution at ANI SH One Member Company Limited |
| 4 | 20/NQ-S55-HDQT | February 28, 2023 | Appoint a representative for the capital contribution and approve the charter on organizational activities at ANI SH One Member Company Limited |
| 5 | 26/NQ-S55-HDQT | March 03, 2023 | Adjust the organization time and supplement the contents of the Annual General Meeting of Shareholders 2023 |
| 6 | 43/NQ-S55-HDQT | April 20, 2023 | Approve the loan capital at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Tay Sai Gon Branch |
| 7 | 50/NQ-S55-HDQT | May 26, 2023 | Nominate candidates for the election of members of the Board of Directors and Supervisory Board at the Annual General Meeting of Shareholders 2023 of Bac Na., JSC |
| 8 | 55/NQ-S55-HDQT | June 13, 2023 | Select an audit company for the Financial Statements 2023 |
| 9 | 64/NQ-S55-HDQT | August 01, 2023 | Appoint the person in charge of corporate governance |
| 10 | 99/NQ-S55-HDQT | December 26, 2023 | Approve the production and business plan for 2024 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/Audit Committee | Qualification |
| 1 | Trinh Thi My Hanh | Chief | April 01, 2020 | Bachelor of Accounting and Auditing |
| 2 | Dinh Thi Trang Nhung | Member | April 01, 2020 | Bachelor of Business Administration |
| 3 | Nguyen Duc My | Member | April 01, 2020 | Hydroelectric Engineer |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dang Quang Dat | March 12, 1962 | Underground construction engineer | August 2004 |
| 2 | Nguyen Dinh Phuong | October 19, 1962 | Irrigation engineer | May 2015 |
| 3 | Le Van Khanh | April 14, 1979 | Electronic Engineer | October 2020 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thuy Duong | July 14, 1985 | Bachelor of Finance and Accounting | October 01, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public Company 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: As detailed in Appendix 02
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: As detailed in Appendix 02
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 Manager (General Manager), and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) within the past three years (at the time of making the Report): As detailed in Appendix 02
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, the Supervisory Board, the Executive Manager (General Manager) are members of the Board of Directors and the Executive Manager (General Manager): As detailed in Appendix 02
   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 Executive Manager (General Manager): As detailed in Appendix 02
6. Share transactions between PDMR and affiliated persons of PDMR:
7. Company’s share transactions of PDMR and affiliated persons: None

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with internal shareholders/major shareholders | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reason for increase/decrease (purchase, sell, or award,...) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Dang Quang Dat | PDMR | 1,534,306 | 15.34% | 0 | 0.00% | Sell |
| - | Nguyen Thi Huong | Wife | 411,992 | 4.12% | 0 | 0.00% | Sell |
| - | Dang Minh Hue | Son/Daughter | 80,160 | 0.80% | 0 | 0.00% | Sell |
| 2 | Dang Tat Thanh | PDMR | 40,080 | 0.40% | 0 | 0.00% | Sell |
| 3 | Nguyen Thuy Duong | PDMR | 179,500 | 1.80% | 24 | 0.00% | Sell |
| - | Nguyen Thi Hoi | Mother | 322,900 | 3.23% | 0 | 0.00% | Sell |
| 4 | Hoang Huyen Trang | Major shareholder | 516,700 | 5.17% | 0 | 0.00% | Sell |
| 5 | ANZA Joint Stock Company | Major shareholder | 2,466,914 | 24.67% | 6,549,252 | 65.49% | Buy |

IX. Other significant issues: None.

APENDIX 02: Main transactions with affiliated parties

|  |  |  |  |
| --- | --- | --- | --- |
|  | Transactions | In 2023 | In 2022 |
| ANZA Joint Stock Company | Investment cooperation | VND 193,000,000,000 | - |
| Withdrawal of cooperation | VND 16,669,821,650 | - |
| Interest from business cooperation | VND 12,033,630,012 | - |
| Received interest | VND 9,204,617,616 | - |
| Bac Na., JSC | Distributed dividends | VND 15,865,872,000 | VND 10,312,816,800 |
| Received dividends | VND 17,849,106,000 | VND 8,329,582,800 |
| Loan | VND 3,270,000,000 | - |
| Loan recovery | VND 2,000,000,000 | - |
| Loan interest | VND 11,969,315 | - |
| Borrowed amount | VND 37,169,676,713 | - |
| Payments for principal debts | VND 37,169,676,713 | - |
| Debt interest | VND 242,311,336 | - |
| Ehula Joint Stock Company | Revenue from construction and installation | - | VND 42,297,309,142 |
| Revenue from operations management services | - | VND 6,268,027,372 |
| Car rental cost | - | VND 110,774,411 |
| Borrowed amount | VND 68,059,530,724 | VND 129,828,913,994 |
| Payments for principal debts | 83053696713 | 114,342,959,760 |
| Debt interest | VND 511,996,163 | VND 747,994,438 |
| Loan | VND 40,920,303,287 | - |
| Loan recovery | VND 40,920,303,287 | - |
| Loan interest | VND 244,546,428 |  |
| Distributed dividends | VND 14,250,000,000 | VND 14,250,000,000 |
| Received dividends | - | VND 14,250,000,000 |
| S55 Construction Joint Stock Company | Revenue from construction and installation services | VND 1,040,352,715 | VND 1,604,285,850 |
| Party providing construction and installation services | - | VND 31,947,631 |
| Loan | VND 372,558,390,692 | VND 153,359,184,787 |
| Loan recovery | VND 94,769,215,790 | VND 114,172,098,490 |
| Loan interest | VND 17,261,563,261 | VND 2,469,248,890 |
| Borrowed amount payment | - | VND 11,400,000,000 |
| Debt interest | - | VND 86,393,425 |
| ANI SH One Member Company Limited | Loan | VND 15,795,965,186 |  |
| Loan recovery | VND 11,724,482,593 |  |
| Loan interest | VND 89,913,136 |  |
| Borrowed amount | VND 1,759,034,814 |  |
| Payments for principal debts | 1759034814 |  |
| Debt interest | VND 2,030,667 |  |
| Revenue from operations management services | VND 2,073,115,650 |  |
| Receipt of services provided | VND 1,503,767,899 |  |
| Song Ong Hydropower Joint Stock Company | Revenue from operations management services | VND 3,057,087,943 | VND 6,287,003,079 |
| Received dividend | VND 15,987,200,000 | VND 7,494,000,000 |
| Loan interest | - | VND 242,204,109 |
| Borrowed amount | VND 50,000,000,000 | VND 6,958,212,329 |
| Borrowed amount payment | VND 48,524,517,407 | VND 6,958,212,329 |
| Debt interest | VND 380,591,537 | VND 44,038,356 |
| Loan | - | VND 31,700,000,000 |
| Loan recovery | - | VND 31,700,000,000 |
| Anzen Investment Joint Stock Company | Revenue from operations management services | VND 7,223,532,365 | VND 7,223,532,325 |
|  | Loan | VND 450,000,000 | - |
|  | Loan recovery | VND 450,000,000 | - |
|  | Loan interest | VND 164,384 | - |
|  | Borrowed amount | VND 27,790,000,000 | VND 24,100,000,000 |
|  | Payments for principal debts | 34790000000 | 19,200,000,000 |
|  | Debt interest | VND 221,641,780 | VND 91,032,604 |
|  | Receiving dividends | VND 9,200,000,000 | VND 6,400,000,000 |
|  | Received dividends | VND 5,500,000,000 | VND 6,400,000,000 |
| ANI Joint Stock Company | Car rental cost | VND 457,912,454 | VND 554,713,801 |
| Loan | - | VND 3,500,000,000 |
| Loan recovery |  | VND 3,500,000,000 |
| Loan interest |  | VND 42,345,205 |
| Receipt of car rental |  | VND 41,666,667 |
| ANI Power Joint Stock Company | Return of advance payment |  | VND 20,000,000,000 |
| Revenue from construction and installation |  | VND 35,530,785,189 |
| Revenue from human resources construction services | VND 1,355,304,000 | VND 1,740,492,800 |
| Mr. Dang Quang Dat | Receipt of the borrowed amount | VND 445,012,300,000 | VND 152,377,000,000 |
| Payments for principal debts | VND 253,749,000,000 | VND 86,776,000,000 |
| Debt interest | VND 16,141,809,874 | VND 1,107,641,477 |
| Mr. Vu Son Thuy | Receipt of the borrowed amount | - | VND 1,700,000,000 |
| Debt interest | - | VND 37,476,848 |
| Ms. Nguyen Thi Huong | Borrowed amount | VND 9,350,000,000 | VND 8,100,000,000 |
| Payments for principal debts | VND 4,850,000,000 | VND 8,100,000,000 |
| Debt interest | VND 48,221,918 | VND 37,879,453 |
| Ms. Nguyen Thuy Dung | Borrowed amount | VND 300,000,000 | VND 1,800,000,000 |
| Payments for principal debts | VND 1,775,000,000 | VND 3,825,000,000 |
| Debt interest | VND 50,181,657 | VND 147,768,081 |