**SD4: Annual Corporate Governance Report 2023**

On January 30, 2024, Song Da 4 JSC announced Report No. 02 CT/HDQT on the corporate governance of the Company as follows:

* Name of listed company: Song Da 4 JSC
* Headquarters address: Floor 3 - TM Building - Van Khe Urban Area - La Khe Ward - Ha Dong District - Hanoi
* Tele 02422253465 Fax: 02422253467 Email: [info@songda4.vn](mailto:info@songda4.vn)
* Charter capital: VND 103,000,000,000
* Securities code: SD4

I. Activities of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 01 | 10/NQ-DHDCD | June 15, 2023 | Annual General Mandate 2023 |

II. Activities of the Board of Directors:

1. Meetings of the Board of Directors

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Number of attended meetings | Rate | Reason for absent |
| 1 | Dang Van Chien | Chair of the Board of Directors | 05 | 100% |  |
| 2 | Nguyen Tien Dung | Member of the Board of Directors | 05 | 100% |  |
| 3 | Ho Sy Hung | Member of the Board of Directors | 02 | 100% |  |
| 4 | Nguyen Ngoc Linh | Member of the Board of Directors | 02 | 100% |  |
| 5 | Vuong Dac Hung | Member of the Board of Directors | 04 | 100% | Go on a business trip |
| 6 | Doan Hung Truong | Member of the Board of Directors | VND 3 million/person/month | 100% |  |
| 7 | Vu Hai Phong | Member of the Board of Directors | VND 3 million/person/month | 100% |  |

1. Board Resolutions/Board Decisions:

3.1 Board Resolutions:

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
|  |  |  | Resolution on Approving the Limit of Working Capital Borrowing and Guarantee Limit at BIDV - Gia Lai Branch |
| 01 | 01 NQ/HDQT | January 09, 2023 |
| 02 | 02 NQ/HDQT | February 13, 2023 | Resolution of the Board of Directors' Meeting on the Production and Business Results of 2022, and the Plan for the Q1/2023 |
| 03 | 03 NQ/HDQT | February 20, 2023 | Resolution on Personnel Works of Song Da 4 JSC Appointing Mr. Tran Duc Minh as Chief Accountant |
| 04 | 04 NQ/HDQT | February 22, 2023 | Resolution on Personnel Works of Song Da 4 JSC at the Executive Committee of The Canadian International School Lao Cai |
| 05 | 05 NQ/HDQT | March 31, 2023 | Approve the List of Fixed Assets for Disposal with No Need for Use |
| 06 | 06 NQ/HDQT | April 27, 2023 | Approve the Production and Business Results for Q1/2023, Assignment of Production and Business Plan for Q2/2023 |
| 07 | 07 NQ/HDQT | April 28, 2023 | Approve the Plan for Selling Fixed Assets with No Need for Use |
| 08 | 08 NQ/HDQT | May 08, 2023 | Time for Holding the Annual General Meeting of Shareholders 2022 for Song Da 4 JSC |
| 09 | 09 NQ/HDQT | May 31, 2023 | Approve the proposal for Selling Fixed Assets with No Need for Use |
| 10 | 10 NQ/HDQT | June 15, 2023 | Annual General Mandate 2023 |
| 11 | 11 NQ/HDQT | June 26, 2023 | Approve to extend the time of dividend payment in 2016 |
| 12 | 12 NQ/HDQT | July 12, 2023 | Approve an audit company and audit contract for Financial Statement 2023 |
| 13 | 13 NQ/HDQT | July 12, 2023 | Approve the Auction Results for the Package Contract of Disposal of Fixed Assets with No Need for Use |
| 14 | 14A NQ/HDQT | July 24, 2023 | Approve the Enterprise Management Cost Estimate for 2023 |
| 15 | 14 NQ/HDQT | July 27, 2023 | Approve the Production and Business Results for Q2/2023, Assignment of Production and Business Plan for Q3/2023 |
| 16 | 15 NQ/HDQT | August 30, 2023 | Temporary Suspension of Business for 02 Branches of Song Da 4 JSC |
| 17 | 16 NQ/HDQT | September 18, 2023 | Approve the Disposal of One Container of Fixed Assets with No Need for Use |
| 18 | 17 NQ/HDQT | October 24, 2023 | Approve the Production and Business Results for Q3/2023, Assignment of Production and Business Plan for Q4/2023 |
| 19 | 18 NQ/HDQT | November 18, 2023 | Approve the Contractor Selection Plan for the Package Contract of Adjusting and Supplementing Planning Report and Package Contract Evaluation of the Adjusted and Supplementary Planning Report for the Expansion Investment Project of Lagrai 3 Hydropower Plant |
| 20 | 19 NQ/HDQT | November 22, 2023 | Hire Legal Consultants to Protect the Legal Rights of Song Da 4 JSC in the Thanh Phong Wind Power Project |

4.2. Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Decision No. | Date | Content |
| 01 | 01 QD/HDQT | January 09, 2023 | Approve the Limit of Working Capital Borrowing and Guarantee Limit at BIDV - Gia Lai Branch |
| 02 | 02 QD/HDQT | February 22, 2023 | Establishment of the Steering Committee for the Annual General Meeting of Shareholders 2023 |
| 03 | 03 QD/HDQT | March 31, 2023 | Approve the List of Disposal of Damaged Fixed Assets with No Need for Use |
| 04 | 04 QD/HDQT | March 31, 2023 | Decision to Amend the Composition of the Asset Liquidation Council of Song Da 4 JSC |
| 05 | 05 QD/HDQT | April 28, 2023 | Plan for Selling Fixed Assets with No Need for Use |
| 06 | 06 QD/HDQT | April 28, 2023 | Amend the members of the Council for property liquidation of Song Da 4 JSC |
| 07 | 07 QD/HDQT | May 31, 2023 | Approve the proposal for Selling Fixed Assets with No Need for Use |
| 08 | 08 QD/HDQT | June 28, 2023 | Establishment of the Audit Committee at 00:00 on July 1, 2023 |
| 09 | 09 QD/HDQT | July 27, 2023 | Assignment of Tasks to Members of the Board of Directors |
| 10 | 10 QD/HDQT | July 12, 2023 | Approve an audit company and audit contract for Financial Statement 2023 |
| 11 | 11 QD/HDQT | July 13, 2023 | Approve the Auction Results for the Package Contract of Disposal of Fixed Assets with No Need for Use |
| 12 | 12 QD/HDQT | September 18, 2023 | Approve the Disposal of One Container of Fixed Assets with No Need for Use |
| 13 | 13 QD/HDQT | November 18, 2023 | Approve the Contractor Selection Plan for the Package Contract of Adjusting and Supplementing Planning Report and Evaluation of the Adjusted and Supplementary Planning Report for the Expansion Investment Project of Lagrai 3 Hydropower Plant |
| 14 | 14 QD/HDQT | November 22, 2023 | Hire Legal Consultants to Protect the Legal Rights of Song Da 4 JSC in the Thanh Phong Wind Power Project |
| 15 | 15 QD/HDQT | July 24, 2023 | Approve the Enterprise Management Cost Estimate for 2023 |
| 16 | 16 QD/HDQT | December 21, 2023 | Establishment of the Audit Committee at 00:00 on January 1, 2024 |

1. The Supervisory Board

1. Information about The Supervisory Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Number of attended meetings | Rate | Reason for not attending |
| 1 | Pham Van Trong | Chief | 05 | 100% |  |
| 2 | Pham Thi Cao Thanh | Member of the Supervisory Board | 03 | 100% |  |
| 3 | Doan Hung Truong | Members of the Supervisory Board | 02 | 100% |  |
| 4 | Vu Thuy Chi | Members of the Supervisory Board | 02 | 100% | Go on a business trip |
| 5 | Do Dinh Thoan | Members of the Supervisory Board | 03 | 100% |  |

1. Training on corporate governance:
2. Transactions of internal shareholders/major shareholders and affiliated persons:

* Share transactions of PDMR and affiliated person of PDMR (None)
* Other transactions (Transactions between PDMR/major shareholders, affiliated persons with the Company itself)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with Company | CNSH No., Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction with the Company | Content, quantity, total value of transaction | Note |
| 1 | Song Da Corporation | Major shareholder; | 0105870010 | GIO House, 495 Nguyen Trai, Thanh Xuan, Hanoi | from January 18, 2025 to December 31, 2023 | Payment for the volume of construction work at Xekaman 1 project under Contract No. 08/2007/HD-SD dated March 6, 2007. |  |
| 2 | Song Da Corporation | Major shareholder; | 0105870010 | GIO House, 495 Nguyen Trai Street, Thanh Xuan District,  Hanoi | From March 09, 2023 to December 31, 2020  23 | Payment for the volume of expansion construction work under Contract No. 29/2021/TCTSD-HD-SD4 dated June 2, 2021. |  |

VI Other significant issues None.