**STP: Annual Corporate Governance Report 2023**

On January 30, 2024, Song Da Industry Trade Joint Stock Company announced Report No. 01/2024 - BC/HDQT on the corporate governance 2023 as follows:

* Company's name: Song Da Industry Trade Joint Stock Company
* Address of Head office: Yen Nghia Ward - Ha Dong District - Hanoi City
* Phone number: 024.33 828 440/33 521 290
* Charter capital: VND 80,457,440,000
* Securities code: STP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Implementation of the internal audit function: Not executed

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 | 01/2023/NQ-DHDCD | April 24, 2023 | * Approve the Report of the Board of Directors in 2022, summarizing the 2018-2023 term; plans and directions for activities 2023, and the orientation for the 2023-2028 period. * Approved the report of the Supervisory Board in 2022 and the operating plan for 2023. * Approve the Audited Financial Statements 2022 Approve the Plan of profit distribution and appropriation for funds in 2022 * Approve the production and business plan for 2023 and the projected dividend rate for 2023. * Approve the report on the remuneration of the Board of Directors, the Supervisory Board, secretariat for 2022; the remuneration plan for 2023, and the reward policy for 2023. * Approve the list of audit companies for the 2023 financial statements and delegation of authority to the Board of Directors to select audit company from the list approved by the General Meeting of Shareholders. * Approve the list of candidates for election to the Board of Directors, the Supervisory Board for the 2023-2028 term and the election results for members of the Board of Directors, the Supervisory Board for the 2023-2028 term. |

1. Board of Directors (2023)
2. Information on members of the Board of Directors (BOD):

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Trong San | Chair of the Board of Directors | April 26, 2023 |  |
| 2 | Mr. Nguyen Trong Trai | Member of the Board of Directors-cum-General Manager | April 24, 2023 |  |
| 3 | Mr. Nguyen Trong Loi | Member of the Board of Directors-cum-General Manager | April 24, 2023 |  |
| 4 | Mr. Nguyen Quang Thieu | Member of the Board of Directors | April 24, 2023 |  |
| 5 | Ms. Phung Thi Huyen | Independent member of the Board of Directors | - April 24, 2023 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 03 /NQ-HDQT | January 06, 2023 | Perform contractual transactions with related enterprises and individuals |
| 2 | 08 /NQ-HDQT | January 10, 2023 | Provision for reserve Q4/2022 |
| 3 | 10 /NQ-HDQT | January 13, 2023 | Approve the estimated report on the implementation of the production and business plan for Q4/2022, cumulative for the year 2022  Assign the production and business plan for Q1/2023 |
| 4 | 20 /NQ-HDQT | February 28, 2023 | Record the list of shareholders attending the Annual General Meeting of Shareholders 2023 and advance dividend payment for 2022 |
| 5 | 29 /NQ-HDQT | March 16, 2023 | Approve the planned costs for 2023 |
| 6 | 30/QD-HDQT | March 16, 2023 | Assign the cost plan for 2023 |
| 7 | 31 /NQ-HDQT | March 16, 2023 | Approve the production and business plan for 2023 |
| 8 | 42 /NQ-HDQT | March 28, 2023 | Approve the audited financial statements for 2022; Expected distribution of profit after tax for 2022  Approve the estimated report on the implementation of the production and business plan for Q1/2023  Assign the production and business plan for Q2/2023  Approve the agenda, content presented at the Annual General Meeting of Shareholders 2023; Expected personnel support, preparation for the Meeting |
| 9 | 42B/NQ-HDQT | March 31, 2023 | Settle investment in 06 LSL-610-LF weaving machines |
| 10 | 53 /NQ-HDQT | April 19, 2023 | Provision for reserve Q1/2023 |
| 11 | 58 /NQ-HDQT | April 21, 2023 | Approve the list of candidates for the Board of Directors, Supervisory Board for the term 2023-2028 |
| 12 | 62 /NQ-HDQT | April 26, 2023 | Elect Mr. Nguyen Trong San as the Chair of the Board of Directors for the term 2023-2028.  Reappoint Mr. Nguyen Trong Trai as General Manager of the company |
| 13 | 63/QD-HDQT | April 26, 2023 | Decision to reappoint Mr. Nguyen Trong Trai as General Manager of the company |
| 14 | 68 /NQ-HDQT | April 28, 2023 | Purchase a car for work purposes |
| 15 | 69 /NQ-HDQT | April 28, 2023 | Appoint Mr. Nguyen Tuan Quan as Chief of the Supervisory Board for the term 2023-2028 |
| 16 | 74 /NQ-HDQT | May 11, 2023 | Increase undistributed profit after tax from the Development Investment Fund |
| 17 | 83 /NQ-HDQT | June 10, 2023 | Sell RMNS-M44-4 rope twisting machine |
| 18 | 85 /NQ-HDQT | June 12, 2023 | Select the audit company to audit the financial statements for 2023 |
| 19 | 90 /NQ-HDQT | June 21, 2023 | Sell the depreciated weaving machine to Song Da Industrial Joint Stock Company |
| 20 | 96 /NQ-HDQT | July 15, 2023 | Provision for reserve Q2/2023 |
| 21 | 109 /NQ-HDQT | July 31, 2023 | Approve credit provision at Vietnam Joint Stock Commercial Bank For Industry And Trade - Thanh An Branch |
| 22 | 111 /NQ-HDQT | August 01, 2023 | Approve the results of the production and business plan implementation for Q2 and the first 6 months of 2023  Assign the production and business plan for Q3, the last 6 months of 2023, and measures to implement the production and business plan for the last 6 months of 2023. |
| 23 | 128 /NQ-HDQT | October 17, 2023 | Provisions for Q3/2023 |
| 24 | 132 /NQ-HDQT | October 20, 2023 | Purchase clinker from Thang Long Cement Joint Stock Company to offset debt. |
| 25 | 135 /NQ-HDQT | October 26, 2023 | * Approve the results of the production and business plan implementation for Q3, accumulative for the first 9 months of 2023. * Assign the production and business plan for Q4 2023 and measures to implement the production and business plan for Q4 2023. |
| 26 | 150 /NQ-HDQT | December 29, 2023 | Extend the loan for funds lent from the company's temporarily idle capital. |
| 27 | 152 /NQ-HDQT | December 30, 2023 | Approve the contract signing limit for 2024 |

1. The Supervisory Board in 2023:
2. Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Tuan Quan | Chief of the Supervisory Board | April 28, 2023 | Bachelor of Accounting |
| 2 | Mr. Bui Minh Tuan. | Member of the Supervisory Board | April 24, 2023 | Bachelor of Accounting |
| 3 | Ms. Nguyen Thi An | Member of the Supervisory Board | April 24, 2023 | Bachelor of Banking |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Trong Trai | February 26, 1981 | Master | April 26, 2023 |
| 2 | Mr. Nguyen Trong Loi | March 02, 1982 | Master | October 15, 2014 |
| 3 | Mr. Do Van Hach | January 31, 1985 | Master | August 07, 2018 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment/dismissal date |
| Nguyen Hong Minh | September 27, 1981 | Master | January 01, 2016 |

1. Training on corporate governance
2. List of related person of the public Company and transactions between the related person 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 Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities:
   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).

* In 2021:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Implementing unit | Affiliated person | Transaction content |
| 1 | Song Da Industry Joint Stock Company | Member of the Board of Directors | Rental of machinery, equipment and product processing.  Purchase and sale of raw materials and spare parts.  Sale and liquidation of machinery and equipment |

* In 2022:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Implementing unit | Affiliated person | Transaction content |
| 1 | Song Da Industry Joint Stock Company | Member of the Board of Directors | Rental of machinery, equipment and product processing.  Purchase and sale of raw materials and spare parts. |

* In 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Implementing unit | Affiliated person | Transaction content |
| 1 | Song Da Industry Joint Stock Company | Member of the Board of Directors | Leasing machinery and equipment. Buying and selling materials, supplies, and parts.  Sale and liquidation of machinery and equipment |

* 1. Transactions between the Company and companies where affiliated persons of the members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Manager (General Manager) and other managers: None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transactions between PDMR and affiliated persons
3. Other significant issues: None.