**THS: Annual Corporate Governance Report 2023**

On January 30, 2024, Thanh Hoa - Song Da Joint Stock Company announced Report No. 03/BCQT-THS on the corporate governance of the Company in 2023 as follows:

* Name of Company: Song Da - Thanh Hoa Joint Stock Company
* Head office address: No. 25, Le Loi Boulevard, Lam Son Ward, Thanh Hoa City
* Tel: 02373724892 Fax: 02373855750
* Email: songdathanhhoa@gmail.com
* Charter capital: VND 30,000,000,000
* Corporate governance model of the Company: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* On the Internal audit execution: Implemented

1. the 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 | Contents |
|  |  |  | The Annual General Mandate 2023 approved the following contents:   * The report of the Board of Directors on assessing the management activities in 2022, the orientation and tasks for 2023 * The report of the Supervisory Board on assessing the management activities of the Board of Directors and the Board of Management in 2022 * The Audited Financial Statements 2022. * The profit distribution and dividend payment plan in 2022, and the profit plan for 2023 * Production and business plan in 2023 * The report on remuneration payment for the Board of Directors, the Supervisory Board in 2022 and the payment plan for 2023; * The selection of an audit company for the Financial Statements in 2023 * Transfer the shares belonging to Mrs. Nguyen Thi Huong, the wife of the Chair of the Board of Directors, Mr. Le Anh Tuan, in accordance with the regulations of the la * Authorization of the Board of Directors to approve other contents under the authority of the Annual General Meeting of Shareholders; |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Le Anh Tuan | Chair of the Board of Directors | June 20, 2022 |  |
| 2 | Le Thi Ly | Members of the Board of Directors | June 20, 2022 |  |
| 3 | Vu Manh Doan | Independent member of the Board of Directors | June 20, 2022 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Date | Board Resolution/Board Decision No. | Content summary |
| 1 | February 10, 2023 | 01/2023/HDQT-NQ | Board Resolution at the meeting in Q1/2023 |
| 2 | February 13, 2023 | 03/2023/HDQT-NQ | Board Resolution on recording the list of shareholders to attend the Annual General Meeting of Shareholders 2023 |
| 3 | February 16, 2023 | 04/HDQT-QD | Decision on the Company’s salary scale revision |
| 4 | February 21, 2023 | 05/2023/HDQT-NQ | Board Resolution on investment in new car purchasing |
| 5 | February 28, 2023 | 06/2023/HDQT-NQ | Board Resolution on approval for settlement of mezzanine floor in a warehouse and  heat-resistant roof renovation of Northwest Station Warehouse area of the Company. |
| 6 | March 06, 2023 | 07/2023/HDQT-NQ | Board Resolution on approval for contracts, transactions between the Company and PDMR as well as affiliated persons of the Company in 2023 |
|  | March 08, 2023 | 08a/2023/HDQT-NQ | Board Resolution on approval for demolition and replacement plan for the heat-resistant roof of building 3 on the 25th floor of the Company |
| 7 | March 21, 2023 | 16/2023/HDQT-NQ | Board Resolution on approving the documents submitted to the Annual General Meeting of Shareholders 2023 |
| 8 | March 31, 2023 | 17/2023/HDQT-NQ | Board Resolution on approval for the reduction of premise leasing rent for Van Anh Transportation and Tourism Company Limited |
| 9 | April 11, 2023 | 17/2023/HDQT-NQ | Board Resolution on approval for the extension of the credit limit for Agribank |
| 10 | April 12, 2023 | 19/2023/HDQT-NQ | Board Resolution on the list of shareholders for dividends payment of 2022 |
| 11 | April 15, 2023 | 22/2023/HDQT-NQ | Board Resolution at the meeting in Q2/2023 |
| 12 | May 15, 2023 | 25/2023/HDQT-NQ | Board Resolution on approval for the customer appreciation gifts and employees’ bonuses in the celebration of 19th anniversary of the Company’s Establishment on May 19th |
| 13 | June 28, 2023 | 27/2023/HDQT-NQ | Board Resolution on approval for the heat-resistance roof settlement of the building 3 on the 25th floor. |
| 14 | July 13, 2023 | 28/2023/HDQT-NQ | Board Resolution at the meeting in Q3/2023 |
| 15 | July 13, 2023 | 29-2023/HDQT-QD | Board Decision on the bonuses for the company employees for the first 6 months of the year |
| 1 | July 28, 2023 | 30-2023/HDQT-QD | Board Resolution on the discount good liquidation |
| 17 | September 10, 2023 | 32/2023/HDQT-NQ | Board Resolution on celebration of teambuilding agenda for the company employees |
| 18 | September 21, 2023 | 34/NQ-HDQT | Board Resolution on approval for the loan capital from Agribank bank in Thanh Hoa Province |
| 19 | October 13, 2023 | 35/NQ-HDQT | Board Resolution at the meeting in Q4/2023 |
| 20 | December 04, 2023 | 36/NQ-HDQT | Board Resolution on approval for the reduction of premise leasing rent for Gia Khanh Vietnam Services Trading Company Limited |
| 21 | December 31, 2023 | 37/NQ-HDQT | Board Resolution on bonuses for the company employees who showed excellent working performance in production and business tasks in 2023 and customer appreciation |

1. The Supervisory Board
2. Information about members of the Supervisory Board (SP)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Appointment date | Dismissal date | Qualification |
| 1 | Mrs. Cao Thi Hien | Chief of the Supervisory Board | June 20th, 2022 |  | Bachelor of Business Administration |
| 2 | Mr. Nguyen Quang Long | Member | June 20th, 2022 |  | Intermediate Accounting Degree |
| 3 | Mr. Trinh Dinh Thang | Member | June 20th, 2022 |  | Bachelor of Business Administration |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date  of birth | Qualification | Date of appointment as Member of the Executive Board |
| 1 | Vu Thi Ly | September 30, 1983 | Bachelor of Accounting | April 19, 2022 |
| 2 | Pham Van Loi | May 01, 1984 | Bachelor of Economics | November 15, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date |
| Hoang Thi An | January 01, 1988 | Bachelor of Accounting | April 19, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated person of the Company and the Company
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the control of the Company
5. Transactions between the Company and other subjects.
   1. Transactions between the Company and the company in which 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 recent duration of three (03) years ( at the time of reporting):

|  |  |
| --- | --- |
| Thanh Hoa Construction and Trading Joint Stock Company | Mr. Le Anh Tuan - the Chair of the Board of Directiors of Thanh Hoa Construction and Trading Joint Stock Company   * In 2022: Thanh Hoa - Song Da Joint Stock Company sold goods for Thanh Hoa Construction and Trading Joint Stock Company under the economic contract No. 02 - 2022/HDKT dated May 12, 2022 Total sales value is: VND 9,854,496,847 * In 2022: Thanh Hoa Construction and Trading Joint Stock Company implemented the storage renovation for Thanh Hoa - Song Da Joint Stock Company under the economic contract No. 17 - 2022/HDKT dated October 28, 2022 The total value of the contract: VND 1,611,482,000   In 2022: Thanh Hoa - Song Joint Stock Company leased a portion of the premises at No. 301 Tran Phu Street - Thanh Hoa City to Thanh Hoa Construction and Trading Joint Stock Company under the lease agreement No. 03/2022/HDTN dated August 16, 2022 Time of transaction: from July 01st, 2022 to December 31st, 2023.   * In 2023: Thanh Hoa Construction and Trading Joint Stock Company implemented the renovation of heat-assistant roof for the construction in 25 Le Loi Street under the economic contract No. 01/HDKT2023/XDTM-SD dated March 08, 2023 Total value of the contract: VND 1,476,691,000 * In 2023: Thanh Hoa - Song Da Joint Stock Company sold goods for Thanh Hoa Construction and Trading Joint Stock Company Total sales value is: VND 3,744,056,466 |
| Thanh Nam Mechanical - Thermal - Electrical Company Limited | Mr. Le Anh Tuan - the Chair of the Board of Directors of Thanh Nam Mechanical - Thermal - Electrical Company Limited   * In 2022: Thanh Nam Mechanical - Thermal - Electrical Company Limited implemented the renovation of the Northwest Station Warehouse area for Thanh Hoa - Song Da Joint Stock Company under the economic Contract No. 01/HDKT2022/HDTN dated August 16, 2022. The total value of the contract: VND 1,849,305,000 * In 2023: Thanh Nam Mechanical - Thermal - Electrical Company Limited implemented the installations for Thanh Hoa - Song Da Joint Stock Company under the Contract No. 05/2023/HDGKNT/TM-SD dated September 06, 2023; Contract No.06/2023/HDGKNT/TM-SD dated October 01, 2023; Contract No. 10/2023/HDGKNT/TM-SD dated October 05, 2023 Total value: VND 176,400,000 |

* 1. Transactions between the Company and companies where affiliated persons are the members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers who are members of the Board of Directors, the Executive General Manager
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers

1. Share transactions of PDMR and affiliated persons of PDMR (Report of the first 6 months of the year).
2. Share Transactions:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PDMR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Thi Huong | Wife of Mr. Le Anh Tuan - Chair of the Board of Directors of the Company | 0 | 0 | 292,000 | 10.8148 | Buy |

1. Other significant issues: