**SDJ: Annual Corporate Governance Report 2023**

On January 29, 2024, Song Da 25 JSC announced Report No. 01/2024/BC-HDQT on corporate governance in 2023 as follows:

* Name of public company: Song Da 25 JSC
* Head office address: 100 Truong Thi, Thanh Hoa City, Thanh Hoa Province

Tel: 02373.852 248 Fax: 02373.754720 Website: Songda25.com

* Charter capital: VND 12,122,000,000 (Currently, the Company is still waiting for instructions from the State Securities Commission to complete procedures for reducing charter capital)
* Securities code: SDJ
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Contents |
| 1 | No. 01/2023/NQ-DHDCD | June 29, 2023 | Annual General Mandate 2023 of Song Da 25 JSC |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Trong Thau | Chair | June 30, 2022 |  |
| 2 | Hoang Hai Viet | Member | June 30, 2022 |  |
| 3 | Le Thi Van | Member | June 30, 2022 |  |

1. Board Resolutions/Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Contents |
| 01 | 01/2023/NQ-HDQT | February 2, 2023 | Resolution on the selection of an audit company for the Financial Statements 2022 |
| 02 | 02/2023/NQ-HDQT | April 12, 2023 | Resolution on the extension of time for organizing the Annual General Meeting of Shareholders 2023 |
| 03 | 03/2023/NQ-HDQT | May 29, 2023 | Resolution on organizing the Annual General Meeting of Shareholders in 2023 |
| 04 | 04/2023/NQ-HDQT | December 26, 2023 | Resolution on the selection of an audit company for the Financial Statements 2023 |
| 05 | 01/2022/QD-HDQT | June 6, 2022 | Decision on convening the Annual General Meeting of Shareholders 2023. |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Hoang Thi Hang | Chief | July 6, 2022 | Bachelor |
| 2 | Do Ngoc Dong | Member | June 30, 2022 | Bachelor |
| 3 | Nguyen Thi Thuy | Member | June 30, 2022 | Bachelor |

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. Hoang Hai Viet | January 23, 1973 | Master | June 29, 2021 |
| 2 | Ms. Le Thi Van | March 3, 1968 | Bachelor | December 1, 2019 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Le Thi Dung | August 5, 1969 | Bachelor | May 1, 2021 |

1. Training on corporate governance
2. List of affiliated person of the public Company and transactions between the affiliated 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, or affiliated persons of PDMR: None.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
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, the Executive Manager (General Manager) for the past three (03) years:

* Transactions with Delta Sport., JSC (with a member of Leaders): Construction subcontracting services in 2021 with the value: VND 7,732,856,700.
* Transactions with Công ty cổ phần MTS Quảng Yên (tentatively translated as MTS Quang Yen Joint Stock Company) (with a member of the Board of Leaders): In 2023, MTS Quang Yen Joint Stock Company borrowed VND 2,050,000,000.
* Transactions with Công ty cổ phần GPF Việt Nam (tentatively translated as GPF Vietnam Joint Stock Company) (with a member of the Board of Leaders): In 2023, GPF Vietnam Joint Stock Company borrowed VND 750,000,000.
  1. Transactions between the Company and the companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager):
* Transaction with Công ty CP Xây lắp Thiên Việt (tentatively translated as Thien Viet Construction Joint Stock Company) (affiliated party of the Board of Managers); The rental value of the machine in 2021 was VND 310,750,000.

The rental value of the machine in 2022 was VND 56,100,000.

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers:
* Interest expense of Mr. Nguyen Trong Tin (affiliated party of a member of the Board of Leaders) in 2021 was VND 207,647,000; Loan interest in 2022 was VND 68,693,000.
* Interest expense of Ms. Le Thi Bich Phuong (affiliated party of a member of the Board of Leaders) in 2021 was VND 209,686,888; Loan interest in 2022 was VND 11,548,000.

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