**SDV: Annual Corporate Governance Report 2023**

On January 29, 2024, Sonadezi Services Joint Stock Company announced Report 2023 No. 36/BC-SDV-HDQT on corporate governance in 2023 as follows:

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| * Name of company:
 | Sonadezi Services Joint Stock Company |
| * Head office address:
 | 8th floor - Sonadezi Building, No. 01, Street 01 - Bien Hoa I Industrial Zone - An Binh Ward - Bien Hoa City - Dong Nai Province  |
| * Tel:
 | (0251) 8890 888 Fax: (0251) 8890 199 |
| * Charter capital:
 | VND 50,000,000,000. |
| * Securities code:
 | SDV |
| * Exchange:
 | UPCoM |

* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: The Company is not mandatorily required to perform internal audit as prescribed in Clause 1, Article 10 of Decree 05/2019/ND-CP
1. Activities of the General Meeting of Shareholders

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| No. | General Mandate No. | Date | Contents |
| 1 | No. 51/NQ-DHDCDTN Annual General Mandate 2023 | April 10, 2023 | 1. Approve Report No. 224/BC-SDV- HDQT dated April 05, 2023 on the production and business results in 2022 and the plan for 2023;
2. Approve the Audited Separate and Consolidated Financial Statements 2022;
3. Approve Report No. 225/BC-SDV-HDQT dated April 05, 2023 on the activities of the Board of Directors in 2022 and the plan for 2023;
4. Approve Report No. 226/BC-BKS dated April 05, 2023 of the Supervisory Board on the production and business activities of Sonadezi Services Joint Stock Company in 2022.
5. Approve Proposal No. 227/TTr-SDV- HDQT dated April 05, 2023 on the salary and remuneration of the Board of Directors and the Supervisory Board in 2022 and the plan for 2023;
6. Approve Proposal No.228/TTr-SDV- HDQT dated April 05, 2023 on the profit distribution plan in 2022 and the plan for 2023;
7. Approve Proposal No. 229/TTr-SDV-BKS dated April 05, 2023 on the selection of an audit company for the Financial Statements 2023.
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1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

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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 | Dismissal date |
| 1 | Ms. Luong Minh Hien | Chair of the Board of Directors | March 31, 2022 |  |
| 2 | Mr. Pham Tran Hoa Hiep | Non-executive member of the Board of Directors  | March 31, 2022 |  |
| Vice Chair of the Board of Directors | July 1, 2022 |  |
| 3 | Ms. Le Thi Giang | Member of the Board of Directors-cum-General Manager | March 31, 2022 |  |
| 4 | Mr. Tran Ho Dung | Non-executive member of the Board of Directors | March 31, 2022 |  |
| 5 | Mr. Nguyen Van Hieu | Non-executive member of the Board of Directors | March 31, 2022 |  |
| 6 | Mr. Le Xuan Sam | Non-executive member of the Board of Directors | March 31, 2022 |  |
| 7 | Ms. Phi Thi Le Thuy | Non-executive member of the Board of Directors | March 31, 2022 |  |

1. Board Resolutions/Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| 1 | 02/QD-SDV-HDQT | January 10, 2023 | Borrow capital from Dongnai Environment Protection Fund to invest in "Hygienic landfill No. 9” |
| 2 | 06/NQ-SDV-HDQT | January 30, 2023 | Approve the policy of signing contracts and transactions with related parties - Sonadezi Long Binh Joint Stock Company |
| 3 | 21/NQ-SDV-HDQT | February 20, 2023 | Approve sales contracts, borrowing, lending and other transaction contracts |
| 4 | 24/NQ-SDV-HDQT | February 22, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 5 | 31/NQ-SDV-HDQT | March 13, 2023 | Approve the policy of signing contracts and transactions with related party - Sonadezi Long Binh Joint Stock Company |
| 6 | 38/NQ-SDV-HDQT | March 27, 2023 | Approve the policy of signing contracts and transactions with related parties - Sonadezi Environment JSC, Sonadezi Giang Dien Joint Stock Company, Sonadezi Long Binh Joint Stock Company SONADEZI Corporation (SNZ) |
| 7 | 41/NQ-SDV-HDQT | March 30, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi An Binh Joint Stock Company |
| 8 | 61/NQ-SDV-HDQT | April 24, 2023 | Approve the policy of signing contracts and transactions with affiliated parties - Sonadezi Corporation, Sonadezi Long Thanh Shareholding Company, Housing Development And Trading Company Limied, SONADEZI Chau Duc Shareholding Company, Sonadezi Long Binh Joint Stock Company Sonadezi An Binh Joint Stock Company, Industrial Urban Development JSC No. 2, Sonadezi Giang Dien Joint Stock Company, Sonadezi Binh Thuan Joint Stock Company, Công ty CP Xây dựng Đồng Nai (tentatively translated as Dong Nai Construction Joint Stock Company), Dong Nai Paint Joint Stock Company, Sonadezi College of Technology and Management, Dong Nai Port JSC, SONADEZI ENVIRONMENT JSC, Dong Nai Water Joint Stock Company, SONADEZI SECURITY SERVICES CO.,LTD |
| 9 | 62/NQ-SDV-HDQT | April 26, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi An Binh Joint Stock Company |
| 10 | 63/QD-SDV-HDQT | April 27, 2023 | Approve the production and business results in 2022 and the Production and business plan for 2023 of Sonadezi Security Service Co., Ltd |
| 11 | 66/QD-SDV-HCNS | May 8, 2023 | Promulgate regulations on staff planning of Sonadezi Service Joint Stock Company |
| 12 | 82/NQ-SDV-HDQT | May 31, 2023 | Approve the policy of signing contracts and transactions with affiliated parties - Sonadezi Giang Dien Joint Stock Company, Industrial Urban Development JSC No. 2, Sonadezi Long Binh Joint Stock Company |
| 13 | 93/NQ-SDV-HDQT | June 30, 2023 | Select an audit company for the Financial Statements 2023 |
| 14 | 95/NQ-SDV-HDQT | June 30, 2023 | Appoint managers |
| 15 | 96/NQ-SDV-HDQT | June 30, 2023 | Dividend payment in 2022 |
| 16 | 99/NQ-SDV-HDQT | July 10, 2023 | Approve the policy of signing contracts and transactions with related party - Sonadezi Long Binh Joint Stock Company |
| 17 | 103/NQ-SDV-HDQT | July 19, 2023 | Approve the plan of research and investment in he waste recycling system to produce RDF (Refuse-Derived Fuel) pellets |
| 18 | 107/QD-SDV-HDQT | July 27, 2023 | Borrow capital from Dong Nai Environmental Protection Fund |
| 19 | 108/QD-SDV-HDQT | July 27, 2023 | Borrow capital from Dong Nai Environmental Protection Fund |
| 20 | 110/NQ-SDV-HDQT | July 28, 2023 | Dividend payment in 2022 (Replacing Resolution No. 96/NQ-SDV-HDQT) |
| 21 | 120/NQ-SDV-HDQT | August 9, 2023 | Approve the policy of signing contract appendix, transactions with affiliated parties - Sonadezi Giang Dien Joint Stock Company, Sonadezi Long Binh Joint Stock Company |
| 22 | 133/NQ-SDV-HDQT | August 21, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi An Binh Joint Stock Company |
| 23 | 164/NQ-SDV-HDQT | October 9, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi Giang Dien Joint Stock Company |
| 24 | 176/QD-SDV-HDQT | October 12, 2023 | Approve the contractor selection plan for 2023 for the packages under the project of Waste Treatment Area." |
| 25 | 175/NQ-SDV-HDQT | November 13, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Industrial Urban Development JSC No. 2 |
| 26 | 176/QD-SDV-HDQT | November 13, 2023 | Adjust investment certificates. |
| 27 | 186/NQ-SDV-HDQT | December 11, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi Chau Duc Joint Stock Company |
| 28 | 187/NQ-SDV-HDQT | December 11, 2023 | Approve the policy of signing contracts and transactions with the affiliated party - Sonadezi Environment Joint Stock Company |
| 29 | 195/NQ-SDV-HDQT | December 29, 2023 | Approve the policy of signing contracts and transactions with affiliated parties - Dong Nai Material & Building Investment Joint Stock Company, Sonadezi Giang Dien Joint Stock Company |

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 | Qualification |
| 1 | Mr. Vu Van Nam | Chief of the Supervisory Board | March 31, 2022 | Bachelor of Economics, majoring in Business Accounting |
| 2 | Ms. Dang Thi Thuy Hang | Supervisor | March 31, 2022 | Bachelor of Accounting, Master of Business Administration |
| 3 | Ms. Nguyen Mai An | Supervisor | March 31, 2022 | Bachelor of Economics majoring in Finance and Credit; Master of Business and Management |

1. THE EXECUTIVE BOARD

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board | Date of dismissal as member of the Executive Board |
| 1 | Ms. Le Thi Giang | December 26, 1977 | Master of Business Administration | April 12, 2022 |  |
| 2 | Ms. Nguyen Thi Hong Ly | February 9, 1973 | Master of International Business Administration | For the term of 2022- 2027 |  |
| 3 | Mr. Huynh Phu Hao | August 22, 1964 | Bachelor of Business Administration | For the term of 2022- 2027 |  |
| 4 | Ms. Dang Thi Ngoc Ha | December 30, 1979 | Master of Business Administration Engineering and Environmental Management | May 1, 2022 |  |
| 5 | Ms. Tran Thi Thuy | December 24, 1983 | Master of Environmental Engineering | July 1, 2023 |  |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Ms. Chu Huyen Trang | June 8, 1986 | Bachelor of Economics, Master of Business Administration | April 1, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between the affiliated persons of the Company and 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: Appendix 02 attached.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Company and other entities: None.
	1. Transactions between the Company and companies where 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 past three (03) years (as at the time of reporting): Sections 1, 2, 3, 4,11, 12, 4, 6 in Appendix 02.
	2. Transactions between the Company and companies where affiliated persons of members of Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager: Sections 5, 7 in Appendix 02.
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager and other managers. None.
6. Share transactions of PDMR and affiliated persons of PDMR:
7. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies: None
8. Other significant issues: None.

APPENDIX 02: Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relation with the company | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision No. of the General Meeting of Shareholders or Board Resolution/ Decision approved (if any), date of issuance | Content, quantity, total transaction value | Transaction (VND) |
| Buy goods | Sell goods | Dividends |
| 1 | Sonadezi Security Service One Member Co., Ltd | Subsidiary ofSDV |  |  | 2023 | Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023 | 2,879,800,000 | 0 | 706,334,199 (Receive dividends in 2023) |
| 2 | Sonadezi An Binh Joint Stock Company | Under the common control of SNZ |  |  | 2023 | * Resolution No. 41/NQ-SDV-HDQT dated March 30, 2023
* Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 62/NỌ-SDV-HDQT dated April 26, 2023
* Resolution No. 133/NQ-SDV-HDQT dated August 21, 2023
 | 9,143,114,792 | 1,683,323,862 | 300,000,000 (Dividend payment in 2023) |
| 3 | Sonadezi Environment Joint Stock Company | Under the common control of SNZ |  |  | 2023 | * Resolution No. 38/NQ-SDV-HDQT dated March 27, 2023
* Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 187/NQ-SDV-HDQT dated December 11, 2023
 | 15,390,000 | 17,947,000 | 1,500,000,000 (Dividend payment in 2023) |
| 4 | Sonadezi Long Binh Joint Stock Company | Under the common control of SNZ |  |  | 2023 | * Resolution No. 06/NQ-SDV-HDQT dated January 30, 2023

Resolution No. 31/NQ-SDV-HDQT dated March 13, 2023* Resolution No. 38/NQ-SDV-HDQT dated March 27, 2023
* Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 82/NQ-SDV-HDQT dated May 31, 2023
* Resolution No. 99/NQ-SDV-HDQT dated July 10, 2023
* Resolution No. 120/NỌ-SDV-HDQT dated August 9, 2023
 | 5,924,717,647 | 2,813,644,139 | 0 |
| 5 | Sonadezi Chau Duc Joint Stock Company | Under the common control of SNZ |  |  | 2023 | * Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 186/NQ-SDV-HDQT dated

December 11, 2023 | 0 | 2,701,089,301 | 450,000,000 (Dividend payment in 2023) |
| 6 | Sonadezi Giang Dien Shareholding Company | Under the common control of SNZ |  |  | 2023 | * Resolution No. 38/NQ-SDV-HDQT dated March 27, 2023
* Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 82/NQ-SDV-HDQT dated May 31, 2023
* Resolution No. 120/NQ-SDV-HDQT dated August 9, 2023
* Resolution No. 164/NQ-SDV-HDQT dated October 9, 2023
* Resolution No. 195/NQ-SDV-HDQT dated December 29, 2023
 | 2,498,662,816 | 15,007,393,832 | 0 |
| 7 | Industrial Urban Development JSC No. 2 | Under the common control of SNZ |  |  | 2023 | * Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023
* Resolution No. 82/NQ-SDV-HDQT dated May 31, 2023
* Resolution No. 175/NQ-SDV-HDQT dated November 13, 2023
 | 5,700,000,000 | 342,500,000 | 750,000,000 (Dividend payment in 2023) |
| 8 | Dong Nai Water Joint Stock Company | Under the common control of SNZ |  |  | 2023 | Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023 | 24,805,500 | 26,300,000 | 300,000,000 (Dividend payment in 2023) |
| 9 | Sonadezi Long Thanh Joint Stock Company | Under the common control of SNZ |  |  | 2023 | Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023 | 491,115,473 | 46,769,757,690 | 750,000,000 (Dividend payment in 2023) |
| 10 | Dong Nai Port Joint Stock Company | Under the common control of SNZ |  |  | 2023 | Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023 | 0 | 14,000,000 | 0 |
| 11 | Sonadezi Corporation | Holding company |  |  | 2023 | * Resolution No. 38/NQ-SDV-HDQT dated March 27, 2023

Resolution No. 61/NQ-SDV-HDQT dated April 24, 2023 | 0 | 131,077,500 | 3,000,000,000(Dividend payment 2023) |
| 12 | Dong Nai Material & Building Investment Joint Stock Company | Under the common control of SNZ |  |  | 2023 | Resolution No. 195/NQ-SDV-HDQT dated December 29, 2023 | 0 | 12,460,000 | 0 |