

**SONG DA INVESTMENT AND
CONSTRUCTION JOINT STOCK COMPANY**

Number: 02 / 2025/SDD-CBTT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi , January 20 , 2025

**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION PORTAL
OF THE STATE SECURITIES COMMISSION AND THE HANOI STOCK
EXCHANGE**

Dear:

- State Securities Commission
- Hanoi Stock Exchange

**1. Organization name : SONG DA INVESTMENT AND CONSTRUCTION JOINT
STOCK COMPANY**

- Stock code : SDD
- Address : No. 21, Lane 178 Tay Son, Trung Liet Ward, Dong Da District, Hanoi City
- Contact phone number : 02422112194 Website: songdaic.vn
- Person disclosing information: Mr. **Le Quang Dai** - Authorized person to disclose information.
- Information type published: 24h ☒ 72h ☐ Unusual ☐ Request ☐ Periodic ☒

2. Information disclosure content :

- January 20, 2025 The Company announced information: Corporate Governance Report 2024

3. At the same time, the company also publishes information on the website : [http: songdaic.vn](http://songdaic.vn) link : shareholder relations

We hereby commit that the information published above is true and take full legal responsibility for the content of the published information .

Recipient :

- As above
- Save VP.

INFORMATION DISCLOSURE PERSON



Le Quang Dai

Hanoi, January 20, 2025

CORPORATE GOVERNANCE REPORT
2024 ((Abridged version)

Dear:

- **State Securities Commission**
- **Hanoi Stock Exchange**

- Public company name: **SONG DA INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY**

- Address: No. 21, Lane 178 Tay Son, Trung Liet Ward - Dong Da District - Hanoi City

- Phone: 024.22112 194 Email: songdaic@gmail.com

- Charter capital: 160,076,850,000 (*One hundred sixty billion, seventy six million, eight hundred fifty thousand*) VND.

- Stock code: SDD.

- Trading floor: UPCOM

I. Activities of the General Meeting of Shareholders:

1. Information about the 2024 Annual General Meeting of Shareholders:

The General Meeting of Shareholders held its annual meeting on April 29, 2024 and issued a Resolution with the following main contents:

T T	Resolution Number, Decision	Day	Content
1	01/2024/NQ- Đ H Đ C Đ - SDD	April 29, 2024	<ul style="list-style-type: none">- Approval of the Board of Directors' Report on the results of production and business activities in 2023 and the direction and tasks of production and business activities in 2024 .- Approval of the Board of Directors' 2023 performance report and 2024 performance plan

			<ul style="list-style-type: none"> - Approval of the Board of Supervisors' 2023 performance report and 2024 performance plan . - Approval of the Company's audited 2023 Financial Statements. - Approval of the 2023 profit distribution plan . - Approval of the Proposal for selecting an auditing unit for the year 2024 . - Approval of remuneration content of the Board of Directors, Supervisory Board, Board of Directors' account in 2023 and Payment plan in 2024 - Approval of the content of the election of members of the Board of Directors and members of the Supervisory Board for the 2024-2029 term - Approval of change of company headquarters - Approving the content of terminating investment in Thu Cuc hydropower project.
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II - Activities of the Board of Directors: (Report 2024)

1- *Information about Board of Directors members :*

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No.	Board Member	Position	Date of appointment	Dismissal Date
1	Nguyen Nho Trung	Chairman of the Board	April 29, 2024	
2	Nguyen Phuong Dong	Board of Directors	April 29, 2024	
3	Mrs. Bui Kim Thanh	Board of Directors	April 29, 2024	

2- *Board of Directors meetings :*

STT	Board Member	Position	Number of sessions attended	Proportion	Reason for not attending
1	Mr. Nguyen Nho Trung	Chairman of the Board	9/9	100%	

2	Mrs. Bui Kim Thanh	Board of Directors	9/9	100%	
3	Mr. Nguyen Phuong Dong	Board of Directors	9/9	100%	

2. Supervisory activities of the Company's Board of Directors:

- The Board of Directors regularly monitored the implementation of Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; supervised the activities of the Board of Directors.

- Work with the Board of Directors to evaluate the 2023 production and business results, develop and implement the 2024 production and business plan.

- Evaluate the results of production and business activities in 2024 and find solutions to implement the company's production and business plan in 2024 to support solutions to improve productivity, save costs, and increase production and business efficiency.

- Develop the company's 2025 production and business plan.

- Successfully organize the company's 2024 Annual General Meeting of Shareholders on April 29, 2024.

- Activities of subcommittees under the Board of Directors: None. The Company does not establish other subcommittees under the Board of Directors. Each specific field is assigned to the members of the Board of Directors for direct responsibility.

II. Resolutions of the Board of Directors (all Resolutions arising during the period)

T T	Resolution/Decision Number	Day	Content
1	No: 01/2024/NQ-SDD-H Đ QT	February 28, 2024	Resolution of the Board of Directors on the last registration date to close the list of shareholders attending the 2024 Annual General Meeting of Shareholders
2	No: 02/2024/NQ-SDD-H Đ QT	04/08/2023	the Board of Directors on Approval of the 2024 Annual General Meeting of Shareholders ' Meeting Documents and Meeting Invitation.
3	No: 03/2024/NQ-SDD-H Đ QT	04/08/2023	Resolution of the Board of Directors on Evaluation of 2023 business results and 2024 business plan
4	No: 04/2024/NQ-SDD-H Đ QT	April 17, 2024	Resolution of the Board of Directors on the submission of the list of nominees for the election of members of the Board of Directors and the Board of Supervisors of the company for the 2024-2029 term.
5	No: 05/2024/NQ- SDD-H Đ QT	April 29, 2024	Election of Chairman of the Board of Directors for the 2024-2029 term

6	No: 06/2024/NQ- SDD-H Đ QT	April 29, 2024	Resolution of the Board of Directors on Evaluation of Business Results of the 2nd Quarter of 2024 and Business Plan of the 3rd Quarter of 2024
7	27.6/2024 NQ- SDD-H Đ QT	June 27, 2024	Resolution of the Board of Directors on selecting an auditor for the company's financial statements in 2024
8	No: 08/2024/NQ- SDD-H Đ QT	10/02/2024	Resolution of the Board of Directors on Evaluation of Business Results of the 3rd Quarter of 2024 and Approval of the Business Plan of the 4th Quarter of 2024
9	09/2024/NQ-SDD-H Đ QT	June 27, 2024	Resolution of the Board of Directors on Evaluation of Business Results in 2024 and Approval of Business Plan in 2025

III. Board of Supervisors for the first 6 months of 2024:

1- Information about Board of Supervisors (BKS) members:

T T	Member	Position	Date of starting/no longer being a member of the Board of Directors	Number of meetings attended by the Board of Supervisors	Meeting attendance rate	Reason for not attending the Board of Supervisors meeting
1	Tran Ngoc Quynh Anh	TB BKS	April 29, 2024	4/4	100	
2	Ngo Tien Dung	TVBKS	April 29, 2024	4/4	100	
3	Hoang Mai Chi	TVBKS	April 29, 2024	4/4	100	

2- Activities of the Board of Control:

- Check and review the Director's reports, Resolutions and Decisions of the Board of Directors to implement the Resolution of the 2024 Shareholders' Meeting, evaluate in detail the achieved targets and unachieved targets with specific analysis of the causes.

- The Company's Board of Supervisors has organized inspections and controls on the implementation of the contents of the Resolution of the 2023 Annual General Meeting of Shareholders; Controlling the implementation of the production and business plan and investment implementation during the period; Controlling the Company's accounting documents and books;

Debt management and payment capacity; Asset exploitation management, revenue and expenses to analyze factors affecting business and investment results, promptly proposing recommendations to the Company during the period and in 2024. Participating in giving opinions on the preparation of the Company's 2025 production and business plan.

- The Board of Supervisors has implemented its activities in accordance with the Regulations on the organization and operation of the Board of Supervisors; Focusing on inspecting and supervising the Company's production, business and investment activities, the Board of Supervisors has made plans and developed specific work programs for the year, identifying key contents for each stage, investment or operation to determine appropriate control contents, the Board of Supervisors has participated in a number of meetings of the Board of Directors and periodically conducted direct inspections.

- Participate with the Board of Directors and the Board of Management in organizing the 2024 Annual General Meeting of Shareholders.

IV – Executive Board (Board of Directors):

TT	Board Member	Date of birth	Professional qualifications	Date of appointment/removal of executive board members
1	Mr. Nguyen Phuong Dong - Company Director	August 4, 1990	Electrical engineer	Appointed on 01/05/2023
2	Ms. Bui Kim Thanh - Deputy Director of the company	February 23, 1972	Bachelor of Economics	Appointed on 01/05/2023

Chief Accountant :

Full name	Date of birth	Professional qualifications	Date of appointment/removal
Le Quang Dai	May 29, 1966	Bachelor of Economics	Reappointed on 29/04/2024

VI- Training on corporate governance:

The company has sent its leaders to attend corporate governance courses to improve their capacity in business management and operations.

VII- List of related persons of the public company and transactions of related persons of the company with the company itself :

1- List of related persons of the company:

S T T	Name of organization/individual	Securities trading account (if any)	Position in the company (if any)	NSH number, date of issue, place of issue	Head office address / Contact address	The starting point is the person concerned.	Time is no longer relevant	Reason	Relationship with the company
1	Nguyen Nho Trung		Chairman of the Board	038085005584	Truong Giang - Nong Cong - Thanh Hoa	05/26/22			
2	Nguyen Phuong Dong		Member of Board of Directors and Director of the company	038090000658	Hoang Quang Thanh Hoa City	05/26/22			
3	Bui Kim Thanh		Member of Board of Directors and Deputy Director of the company	014172002946	Quyet Tam Ward – Son La City – Son La Province	04/26/23			
4	Le Quang Dai		KTT	035066002804	Mo Lao, Ha Dong, Hanoi	05/26/22	04/26/23	Dismissal of Board of Directors	
5	Tran Ngoc Quynh Anh		Head of BKS TV	014188006492	Thuong Dinh – Thanh Xuan – Hanoi	10/08/19			
6	Hoang Mai Chi		TV BKS	086179000001	Hoang Quang Thanh Hoa City	04/26/23		New supplementary election	
7	Ngo Tien Dung		TV BKS	014097007309	Trung Liet, Dong Da, Hanoi	05/26/22			

- 2- Transactions between a company and its related persons or between a company and major shareholders or between a company and major shareholders, insiders, or related persons of insiders:

STT	Name of individual organization	Relationship with the company	NSH Certificate Number, date of issue, place of issue	Head office address / Contact address	Time of transaction with the company	Resolution number/decision approved by the General Meeting of Shareholders/Board of Directors... (if any, clearly state the date of issue)/	Content, quantity, total transaction value	Note
	Do not have					No transaction	Do not have	

- 3- Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the Company:

STT	The person who makes the transaction	Insider Relations	Position at CTNY	ID number/ Passport date of issue place of issue	Address	Name of subsidiary, company controlled by NY Company	Time of transaction	Content, quantity, total transaction value	Note
	Do not have					Do not have		Do not have	

- 4- Transactions between the company and other entities:

4.1: Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) operating within the past three (03) years (calculated at the time of reporting): No transactions

4.2- : Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors) and executives: No transactions

4.3- Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: No transactions

VIII- Stock transactions of insiders and related parties of insiders in 2024:

- 1- List of insiders and related persons of insiders:

Stock code	Full name	Securities trading account	Position in the company	ID card number, CCCD, Business registration number	Contact address	Number of shares owned at the end of the period	Ownership ratio	Note
1	Nguyen Nho Trung		Chairman of the Board		Ban Lun, Muong Sang commune, Moc Chau district, Son La province	0	0	31/05/22
1.01	Nguyen Nho Vinh					0	0	Father
1.02	Le Thi Sang					0	0	Mother
1.03	Tran Thi Lua					0	0	Mother in law
1.04	Nguyen Son Truong					0	0	A Boy
1.05	Ngo Thi Nghia					0	0	Sister-in-law
1.06	Nguyen Nho Hieu					0	0	Younger brother
1.07	Nguyen Thi Hai					0	0	sister in law
1.08	Nguyen Thi Hien					0	0	Wife
1.09	Nguyen Thi Hong An					0	0	Daughter
1.10	Nguyen Nho Trung Kien					0	0	Boy
2	Nguyen Phuong Dong		Board Member, Company Director		No. 21, Lane 178, Tay Son, Trung Liet, Dong Da, Hanoi	0	0	26/04/23
2.01	Le Thi Thu					0	0	Wife
2.02	Nguyen Quynh Anh					0	0	Son
2.03	Nguyen Dinh Thua					0	0	Father
2.04	Nguyen Thi Lan					0	0	Mother
2.05	Le Van Mao					0	0	father in law

2.06	Nguyen Thi Nhue						0	0	Mother in law
2.07	Nguyen Le Phuong						0	0	Older brother
2.08	Nguyen Dinh Khuong						0	0	Older brother
2.09	Quach Thi Huong						0	0	Sister in law
2.10	Nguyen Thi Thuy						0	0	Sister in law
3	Bui Kim Thanh		Board Member, Company Director		Ban Lun, Muong Sang commune, Moc Chau district, Son La province	1.635.500	10,22%	26/04/23	
	Bui Thi Kim Dung				0	0	sister		
	Bui Trung Thanh				0	0	Older brother		
	Van Thi Kieu Huong				0	0	Daughter		
3.04	Van Quoc Tung					0	0	Boy	
4	Tran Ngoc Quynh Anh		Head of Supervisory Board		No. 21, Lane 178, Tay Son, Trung Liet, Dong Da, Hanoi	0	0	01/06/22	
	Le Viet Hoang				0	0	Husband		
	Tran Ngoc Lan				0	0	Father		
	Bui Thi Hong Loan				0	0	Mother		
4.04	Tran Ngoc Tuan Anh					0	0	Younger brother	
4.05	Le Khanh Hoa					0	0	father in law	
4.06	Dao Thi Hoa					0	0	Mother in law	
5	Ngo Tien Dung		TV Board of Control		No. 21, Lane 178, Tay Son, Trung Liet, Dong Da, Hanoi	0	0	26/05/22	
	Ngo Huu Luat				0	0	Father		
	Bui Thi Minh Phuong				0	0	Mother		
	Ngo Tien Manh				0	0	Older brother		
5.04	Tran Hoang Minh Trang					0	0	Sister in law	

6	Hoang Mai Chi		TV Board of Control	No. 21, Lane 178, Tay Son, Trung Liet, Dong Da, Hanoi	0	0	26/04/23
6.01	Nguyen Thanh Binh				0	0	Husband
6.02	Nguyen Hoang Anh				0	0	Boy
6.03	Nguyen Mai Phuong				0	0	Daughter
6.04	Hoang Ngu Chi				0	0	Father
6.05	Nguyen Mai Huong				0	0	Mother
6.06	Hoang Thu Thao				0	0	Younger sister
6.07	Tran Anh Hoan				0	0	brother in law
6.08	Tran Dinh Khang				0	0	father in law
6.09	Nguyen Thi Lan				0	0	Daughter
7	Le Quang Dai		Chief Accountant / NUO CBTT /	No. 21, Lane 178, Tay Son, Trung Liet, Dong Da, Hanoi	80	0,001	31/08/19
7.01	Nguyen Thi Tuyet				0	0	Mother
7.02	Hoang To Tam				0	0	Wife
7.03	Le Hoang Minh Hang				0	0	Daughter
7.04	Le Dai Thang				0	0	Boy
7.05	Le Thi Thien Kim				0	0	Older sister
7.06	Le Thi Phong Huong				0	0	Younger sister
7.07	Le Thi My Thuy				0	0	Younger sister
7.08	Hoang Van Khanh				0	0	brother in law
7.09	Truong Van Loc				0	0	brother in law
7.10	Pham Quoc Dat				0	0	brother in law

2. Transactions of insiders and related persons on Company shares:

STT	The person who makes the transaction	Relations with internal shareholders/major shareholders	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Proportion	Number of shares	Proportion	

No transactions during the period.

IX. Other issues to note :

- On May 14, 2024, Ms. Le Tran Vi Thao is no longer a major shareholder of the Company (Owned: 1.000.000 shares before the transaction).
- On March 17, 2023, Ms. Bui Kim Thanh is a major shareholder of the Company, owning: 1.635.500 shares, accounting for: 10.22% of the Company's charter capital.
- On October 18, 2024, Ms. Nguyen Bao Ngoc is a major shareholder of the Company, owning: 939.500 shares, accounting for: 5.87% of the Company's charter capital.

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipient :

- State Securities Commission, HNX
- Board of Directors, Supervisory Board
- Save VP


Nguyễn Nho Trung