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No.: 2001/2025/BCQT-SJF

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Hanoi, January 20, 2025.

**REPORT**  
**Corporate Governance**  
**(2024)**  
**To: - Stock Exchange**

- Company name: Sao Thai Duong Investment Joint Stock Company
- Head office address: 8th floor, SIMCO Song Da building, Van Phuc urban area, Van Phuc ward, Ha Dong, Hanoi
- Phone: (84-24) 3398 2626 Fax: (84-4) 3398 2626 Email: info@stdgroup.vn
- Charter capital: 792,000,000,000 VND
- Stock code: SJF
- Corporate governance model:
  - + General meeting of shareholders, Board of Directors, Supervisory Board and General Director/Director
- Regarding the implementation of the internal audit function:

**I. Activities of the General Meeting of Shareholders**

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions)

No	Resolution/Decision No.	Date	Content
1	01/2024/NQ-ĐHĐCĐ	28/06/2024	Approval of the following contents: <ul style="list-style-type: none"><li>- Approval of the 2024 Annual General Meeting of Shareholders.</li><li>- Approval of the 2023 business performance results and the 2024 business plan.</li><li>- Approval of the 2023 audited financial statements</li><li>- Approval of authorizing the Board of Directors to decide on several matters within the authority of the General Meeting of Shareholders.</li><li>- Approval of the report to the Board of Directors, Board of Management, and Board of Supervisors.</li></ul>

			<ul style="list-style-type: none"> <li>- Approval of the remuneration proposal to the Board of Directors and Board of Supervisors.</li> <li>- Approval of the dismissal and election of additional members of the Board of Directors</li> <li>- Approval of the dismissal and election of additional members of the Board of Directors.</li> </ul>
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## II. Board of Directors (2024):

### 1. Information about Board of Directors (BOD) members:

No	Board Member	Position (independent member of the Board of Directors, non-executive member of the Board of Directors))	Date of commencement/end of position as member of the Board of Directors/independent Board of Directors	
			Appointment Date	Resignation Date
1	Mr. Nguyen Tri Thien	Chairman	26/04/2016	
2	Mr. Nguyen Xuan Nam	Board Member	26/04/2016	
3	Mr. Yoshiro Komiyama	Independent Board Member	26/04/2016	28/06/2024
4	Mr. Dang Van Hoa	Independent Board Member	15/06/2020	
5	Mr. Nguyen Trong Nghia	Board Member	30/06/2022	28/06/2024
6	Mr. Nguyen Anh Tuan	Board Member	28/06/2024	
7	Mr. Nguyen Cong Khai	Independent Board Member	28/06/2024	

### 2. Board of Directors meeting:

No	Board Member	Number of meetings attended	Attendance rate	Reason for absence
1	Mr. Nguyen Tri Thien	4/4	100%	
2	Mr. Nguyen Xuan Nam	4/4	100%	
3	Mr. Nguyen Anh Tuan	2/4	50%	Appointed



4	Mr. Dang Van Hoa	4/4	100%	
5	Mr. Nguyen Cong Khai	2/4	50%	Appointed

**3. Supervisory activities of the Board of Directors over the Board of Directors:**

In 2024, the Board of Directors will supervise the management and operation of the General Director to ensure compliance with the company's charter and the Resolutions and Decisions of the Board of Directors.

**4. Resolutions/Decisions of the Board of Directors (in 2024):**

No	Resolution/Decision Number	Date	Content	Approval rate
1	13/2024/NQHĐQT-SJF	13/03/2024	Re: Approval of convening the 2024 Annual General Meeting of Shareholders	100%
2	1604/2024/NQHĐQT-SJF	16/04/2024	Re: Approval of the dismissal and appointment of the General Director	100%
3	2304/2024/NQHĐQT-SJF	23/04/2024	Re: Extension of the time to hold the 2024 Annual General Meeting of Shareholders no later than June 30, 2024	100%
4	1608/2024/NQHĐQT-SJF	16/08/2024	Re: Approval of the capital contribution plan to staBOO Vietnam Infrastructure Joint Stock Company	100%
5	2709/2024/NQHĐQT-SJF	27/09/2024	Re: Withdrawal of all investment capital at TONA Investment and Construction Joint Stock Company	100%

**III. Board of Supervisors (2024):**

**1. Information about the members of the Board of Supervisors (BKS):**

No	Member of the Board of Supervisors	Position	Start date/end date as member of the Board of Supervisors	Professional qualifications
1	Mrs. Nguyen Thi Minh	Head of BKS	26/04/2016	Bachelor of economics

2	Mrs. Nguyen Thi Mai Huong	Member	15/06/2020	Bachelor of Finance and Accounting
3	Mrs. Do Nhu Ngoc	Member	15/06/2020	Bachelor of Accounting

**2. Board of Supervisors meeting:**

No	Member of BKS/ Audit Committee	Number of meetings attended	Attendance rate	Voting ratio	Reason for absence
1	Mrs. Nguyen Thi Minh	2/2	100%	100%	
2	Mrs. Nguyen Thi Mai Huong	2/2	100%	100%	
3	Mrs. Do Nhu Ngoc	2/2	100%	100%	

**3. Supervisory activities of the Board of Supervisors towards the Board of Directors, the Executive Board and shareholders:**

- Based on the Company's Charter and Governance Regulations, the Board of Supervisors has supervised the activities of the Board of Directors, the Executive Board and shareholders in the management of production and business, appraised financial reports, and evaluated the management and operation of the Board of Directors and the Executive Board in the implementation of production and business according to the resolutions of the General Meeting of Shareholders.

**4. Coordination between the Supervisory Board and the Board of Directors, the Executive Board and other management staff:**

- The Supervisory Board members have fully participated in the meetings of the Supervisory Board and the Board of Directors. Based on the meeting contents, the Supervisory Board has made comments within its authority, close to the Company's operating situation.
- Implement control over management and operation activities, financial situation, compliance with State regulations and resolutions of the Company's General Meeting of Shareholders.

**IV. Executive Board**

No	Board Member	Date of birth	Professional qualifications	Date of appointment/dismissal of Board member
1	Mr.Nguyen Xuan Nam	27/05/1958	IT Engineer	26/04/2016
2	Mr.Nguyen Anh Tuan	06/07/1985	Architect	28/06/2024
3	Mr.Masayuki Takeuchi	21/10/1949	PhD	26/04/2016

**V. Chief Accountant**



Full name	Date of birth	Professional qualifications	Date of appointment/dismissal
Mrs.Bui Thi Ngoc Huyen	21/11/1976	bachelor	appointed: 21/12/2022

#### VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, the Executive Director (General Director), other managers and the Company Secretary by the regulations on corporate governance: None

#### VII. The list of affiliated persons of the public company (2024 report) and transactions of affiliated persons of the Company)

##### 1. The list of affiliated persons of the Company:

N o.	Name of organization/individual	Securities trading account (if any)	Position in the company (if any)	NSH Certificate No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Mr.Nguyen Tri Thien		Chairman of the Board of Directors			26/04/2016			
2	Mr. Dang Van Hoa		Board Member			15/06/2020			
3	Mr.Yoshiro Komiyama		Board Member			26/04/2016	28/06/2024	Dismissal	
4	Mr.Nguyen Xuan Nam		Board Member; Deputy General Manager			26/04/2016			
5	Mr.Masayuki Takeuchi		Deputy General Manager			26/04/2016			
6	Mrs.Nguyen Thi Minh		Head of the supervisory board			26/04/2016			
7	Mrs.Nguyen Thi Mai huong		Member of the supervisory board			15/06/2020			
8	Đo Nhu Ngoc		Member of the supervisory board			15/06/2020			
9	Nguyen Viet Ha		Person in charge of Corporate Administration			28/02/2020			

10	FISC Finance - Investment and Services Joint Stock Company		Mr. Nguyen Xuan Nam is Director			26/04/2016			
11	Nguyen Trong Nghia		Board Member – General Director			Appointment: General Director 04/01/2022 Board of Directors TV 30/06/2022	Dismissal: General Director 16/04/2024 Board of Directors TV 28/06/2024	dismissed	
12	Nguyen Anh Tuan		Board Member – General Director			Appointment: General Director: 16/04/2024 BOD TV: 28/06/2024		appointed	
13	Nguyen Cong Khai		Board Member			Appointment: TV of the Board of Directors 28/06/2024		appointed	
14	Bui Thi Ngoc Huyen		Chief Accountant – Authorized Person for Information Disclosure			21/12/2022			
15	BWG Mai Chau Joint Stock Company		subsidiary						

*Note: NSH\* No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

**2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons : None**

*Note: NSH\* No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

**3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: None**

No	Transaction executed	Relationship with internal persons	Position at the listed Company	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies in which the	Time of transaction	Content, quantity, total value of transaction	Note
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						<b>Company control</b>			
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**4. Transactions between the Company and other objects**

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO).

No	Name of organization/individual	Relationship with the Company	NSH No.*, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Simco Song Da Joint Stock Company	Board Member – General Director			3/01/2024		Electricity and maintenance fees for 12/2023 5.664.521 VND	
2	Simco Song Da Joint Stock Company	Board Member – General Director			24/01/2024		Electricity and maintenance fees for 1/2024 6.166.732 VND	
3	Simco Song Da Joint Stock Company	Board Member – General Director			07/03/2024		Electricity and maintenance fees for 2/2024 11.549.648 VND	
4	Simco Song Da Joint Stock Company	Board Member – General Director			13/03/2024		Electricity and maintenance fees for 2/2024 18.315.648 VND	

6	staBOO Thanh Hoa Joint Stock Company	Board Member – General Director			19/3/2024		Vinfast car liquidation money 1.045.000.000VND	
7	Simco Song Da Joint Stock Company	Board Member – General Director			10/04/2024		Electricity and maintenance fees for 3/2024 7.637.464 VND	
8	Simco Song Da Joint Stock Company	Board Member – General Director			07/05/2024		Electricity and maintenance fees for 4/2024 10.204.116 VND	
9	Simco Song Da Joint Stock Company	Board Member – General Director			21/05/2024		Electricity and maintenance fees for 3+4/2024 17.841.580 VND	
10	Simco Song Da Joint Stock Company	Board Member – General Director			11/06/2024		Electricity and maintenance fees for 5/2024 8.882.520 VND	
11	Simco Song Da Joint Stock Company	Board Member – General Director			28/06/2024		Electricity and maintenance fees for 5/2024 8.882.520 VND	
12	Simco Song Da Joint Stock Company	Board Member – General Director			05/07/2024		Electricity and maintenance fees for 6/2024 10.856.124VND	



13	Simco Song Da Joint Stock Company	Board Member – General Director			07/08/2024		Electricity and maintenance fees for 7/2024 10.146.596VND	
14	Simco Song Da Joint Stock Company	Board Member – General Director			06/9/2024		Electricity and maintenance fees for 8/2024 12.747.192VND	
15	Simco Song Da Joint Stock Company	Board Member – General Director			07/10/2024		Electricity and maintenance fees for 9/2024 10.774.032VND	
16	staBOO Thanh Hoa Joint Stock Company	Board Member – General Director			01/11/2024		Car rental collection in the 2nd quarter of 2024 115,500,000 VND	
17	Simco Song Da Joint Stock Company	Board Member – General Director			06/11/2024		Payment of electricity and PDV bills in 10/2024 VND 8,599,096	
18	Simco Song Da Joint Stock Company	Board Member – General Director			04/12/2024		Electricity bill and PDV payment in 11/2024 6,422,292 VND	

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers. None

**VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report) (2024 Report)**

### 1. The list of internal persons and their affiliated persons

No	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	<b>Nguyen Tri Thien</b>		<b>CT HĐQT</b>			<b>3.871.100</b>	<b>4,89%</b>	
1.1	Nguyen Thi Kha					0	0%	Mother
1.2	Do Thi Giau					0	0%	Wife
1.3	Bui Thi Thu Thuy					0	0%	Sister
1.4	Bui Tri Thong					0	0%	Brother
1.5	Bui Tri Thuan					0	0%	Brother
1.6	Do He					0	0%	Brother
1.7	Doan Thi Anh					0	0%	Mother-in-law
2	<b>Dang Van Hoa</b>		<b>Member of the Board of Directors</b>			<b>0</b>	<b>0%</b>	
2.1	Dang Quoc Viet					0	0%	Father
2.2	Nguyen Thi Tam					0	0%	Mother
2.3	Phan Thi Oanh					0	0%	Wife
2.4	Dang Phan Duc Khanh					0	0%	Son
2.5	Dang Phan Kha Nhu					0	0%	Daughter
2.6	Dang Phan Duc Cuong					0	0%	Son
2.7	Dang Thi Sam					0	0%	Sister
2.8	Phan Xuan Lam					0	0%	Father-in-law
2.9	Vo Thi Lien					0	0%	Mother-in-law
2.10	Hoang Xuan Phuc					0	0%	Brother-in-law
3	<b>Nguyen Cong Khai</b>		<b>Board Members</b>			<b>51.100</b>	<b>0.071%</b>	
3.1	Nguyen Thi Lan					0	0%	Mother
3.2	Nguyen Cong Doan					0	0%	Brother
3.3	Do Thi Phuong Anh							Wife



3.4	Nguyen Thuan Phong							Son
3.5	Nguyen Thanh Mai							Daughter
4	<b>Nguyen Xuan Nam</b>		<b>Board Member/Deputy General Director</b>			<b>1.510.000</b>	<b>1,91%</b>	
4.1	Nguyen Xuan Binh					0	0%	Cha
4.2	Nguyen Thi Loan					0	0%	Wife
4.3	Nguyen Xuan Linh					0	0%	Son
4.4	Nguyen Thu Quynh					0	0%	Daughter
4.5	Bui Hong Diem					0	0%	Daughter-in-law
5	<b>Masayuki Takeuchi</b>		<b>Deputy General Director</b>			<b>0</b>	<b>0%</b>	
5.1	Taeko Takeuchi					0	0%	Wife
5.2	Tomohiro Takeuchi					0	0%	With
6	<b>Nguyen Thi Minh</b>		<b>Head of the Supervisory Board</b>			<b>120.000</b>	<b>0,15%</b>	
6.1	Tran Viet Cuong					0	0%	Son
6.2	Tran Quang Huy					0	0%	Son
6.3	Nguyen Xuan Chinh					0	0%	Brother
6.4	Nguyen Xuan Hung					0	0%	Brother
6.5	Nguyen Quoc Manh					0	0%	Brother
6.6	Nguyen Thi Thoa					0	0%	Sister
6.7	Nguyen Thi Loan					0	0%	Sister
6.8	Nguyen Thi Huong					0	0%	Sister
6.9	Ngo Thi Thu Ha					0	0%	Daughter-in-law
6.10	Le Thi Hong Sang					0	0%	Daughter-in-law

6.11	Nguyen Thi Thuy					0	0%	Sister-in-law
6.12	Bui Thi A Khanh					0	0%	Sister-in-law
7	<b>Nguyen Thi Mai Huong</b>		<b>Members of the Supervisory Board</b>			<b>0</b>	<b>0%</b>	
7.1	Nguyen Van Thuong					0	0%	Father
7.2	Trinh Thi Hanh					0	0%	Mother
7.3	Pham Thu Phuong					0	0%	Daughter
7.4	Nguyen Thi Lien					0	0%	Sister
7.5	Nguyen Thi Trang					0	0%	Sister
7.6	Trinh Ngoc Nghia					0	0%	Brother-in-law
7.7	Hoang Dinh Hao					10500	0,01%	Brother-in-law
8	<b>Do Nhu Ngoc</b>		<b>Members of the Supervisory Board</b>			<b>0</b>	<b>0%</b>	
8.1	Do Nhu Ha					0	0%	Father
8.2	Bui Thi Ngoan					0	0%	Mother
8.3	Do Thanh Nguyen					0	0%	Brother
8.4	Ha Van Duy					0	0%	Husband
8.5	Ha Do Bang Tam					0	0%	With
8.6	Dang Thi Dung					0	0%	Sister-in-law
9	<b>Nguyen Viet Ha</b>		<b>Person in charge of the company's QT</b>			<b>0</b>	<b>0%</b>	
9.1	Nguyen Van Hieu					0	0%	Father
9.2	Le Thi Oanh					0	0%	Mother
9.2	Nguyen Viet Doan					0	0%	Brother
9.4	Hoang Hang Hanh					0	0%	Wife



9.5	Hoang Duc Them					0	0%	Father-in-law
9.6	Ung Thi Minh Hang					0	0%	Mother-in-law
10	Nguyen Anh Tuan		<b>Board Member/General Director</b>			0	0%	
10.1	Nguyen Van Tue					0	0%	Father
10.2	Tran Thi Thuan					0	0%	Mother
10.3	Nguyen Anh Tu					0	0%	In
10.4	Pham Thi Lan Anh					0	0%	Wife
10.5	Nguyen Thao Nguyen					0	0%	Daughter
10.6	Nguyen Nhat Minh					0	0%	Son
11	Bui Thi Ngoc Huyen		<b>Chief Accountant – Person Authorized to Disclose Information</b>			0	0%	
11.1	Vu Thanh Vinh					0	0	Husband
11.2	Vu Thanh Quang					0	0	Son
11.3	Vu Ngoc Huyen Anh					0	0	Daughter
11.4	Bui Van Nang					0	0	Father
11.5	Tran Thi Van					0	0	Father
11.6	Vu Thanh Luyen					0	0	Father-in-law
11.7	Vu Thi Thanh					0	0	Mother-in-law

**2. Transactions of internal persons and affiliated persons with shares of the Company: None**

<i>No</i>	<i>Transaction executor</i>	<i>Relationship with</i>	<i>Number of shares owned at the</i>	<i>Number of shares owned at the end of the period</i>	<i>Reasons for increasing, decreasing</i>
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		<i>internal person</i>	<i>beginning of the period</i>				<i>(buying, selling, converting, rewarding, etc.)</i>
			<i>Number of shares</i>	<i>Percentage</i>	<i>Number of shares</i>	<i>Percentage</i>	

**IX. Other significant issues:** None

Recipients:

- Archived:....

- Lưu: VT

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**NGUYEN TRI THIEN**

