

**REPORT ON CORPORATE GOVERNANCE
OF SONG DA CONSULTING JOINT STOCK COMPANY
IN 2024**

*(Version EXCLUDING PERSONAL INFORMATION of related persons of the Company;
insiders and their related persons in accordance with Circular No. 96/2020/TT-BTC dated
November 16th, 2020 of Ministry of Finance)*

To: - State Securities Commission of Vietnam;
- Hanoi Stock Exchange.

Pursuant to Law on Securities and the documents guiding implementation, Song Da Consulting Joint Stock Company hereby reports to the State Securities Commission of Vietnam and Hanoi Stock Exchange on the Company's corporate governance in 2024 as follows:

- Name of public company: Song Da Consulting Joint Stock Company
- Headquarters: Building G9, 495 Nguyen Trai Street, Thanh Xuan Bac Ward, Thanh Xuan District, Hanoi City, Vietnam.
- Telephone: 0243.8542209
- Email: tuvansongda@sdcc.com.vn
- Charter capital: VND 26,097,100,000 *(In words: Twenty-six billion ninety-seven million one hundred thousand Vietnamese dong)*
- Stock code: SDC
- Corporate governance model:
General Meeting of Shareholders, Board of Directors, Supervisory Board and Chief Executive Officer
- Regarding the implementation of internal audit function: Implemented

I. Activities of the General Meeting of Shareholders:

In 2024, Song Da Consulting Joint Stock Company held 01 annual General Meeting of Shareholders 2024 on April 24th, 2024.

No.	Resolution/Decision number	Date	Contents
1	35/NQ/2024/DHDCD	April 24 th , 2024	Resolution of Annual General Meeting of Shareholders 2024

II. Board of Directors (BOD)

1. Information about members of Board of Directors:

No.	BOD members	Position	Date of appointment/removal of BOD members	
			Date of appointment	Date of removal
1	Mr. Pham Van Manh	Chairman	April 26 th , 2017	
2	Mr. Dinh Van Duan	BOD member	April 18 th , 2015	
3	Mr. Nguyen Van Hoang	BOD member	April 26 th , 2017	
4	Mr. Cu Van Vinh	BOD member	April 18 th , 2015	
5	Mr. Pham Anh Duc	BOD member	April 19 th , 2010	

2. BOD Meetings

No.	BOD members	Number of BOD meetings with attendance	Attendance rate	Reason for absence
1	Mr. Pham Van Manh	04/04	100%	
2	Mr. Dinh Van Duan	04/04	100%	
3	Mr. Nguyen Van Hoang	04/04	100%	
4	Mr. Cu Van Vinh	04/04	100%	
5	Mr. Pham Anh Duc	04/04	100%	

3. Board of Directors' supervision over the Company's Board of Management:

- In 2024, the Board of Directors managed the Company and performed its duties and responsibilities in accordance with the applicable laws and the Company's Charter.
- Regularly supervising and directing the executive management at all levels, quarterly holding meetings with the Board of Management to review the production and business performance in the quarter, the production and business plan for the next quarter and the implementation of resolutions and decisions issued by the Board of Directors.
- The Board of Directors' supervision over the Board of Management may be carried out through one or more different ways such as:
 - + Exchanges, discussions and questions between the Board of Directors and the Board of Management of the Company.
 - + Detailed, complete and prompt reports of the Board of Management on the progress of implementation, difficulties and obstacles, analysis of causes and proposing solutions.

4. Activities of committees under the Company's Board of Directors:

- Board of Directors is assisted by functional departments and Secretary of the Company.

5. Resolutions/Decisions of Board of Directors:

No.	Resolution/ Decision number	Date	Contents	Rate of approval
1	01/NQ -HDQT	January 4 th , 2024	Resolution: On approval of the budget for emulation and reward activities in 2023 and aids for some cases on the occasion of Giap Thin 2024 Tet Holiday	05/05 (reached 100% of total Board of Directors members)

No.	Resolution/ Decision number	Date	Contents	Rate of approval
2	02/NQ-HDQT	January 9 th , 2024	Resolution: Board of Directors meeting in Quarter 1/2024, enclosed with the meeting minutes	05/05 (reached 100% of total TV Board of Directors)
3	03/CTCT -HDQT	January 9 th , 2024	Board of Directors' work plan in 2024	05/05 (reached 100% of total Board of Directors members)
4	04/NQ-HDQT	January 15 th , 2024	Resolution on approval of the policy of buying cars for production and business activities	05/05 (reached 100% of total Board of Directors members)
5	05/QD -HDQT	January 15 th , 2024	Decision on approval of the policy of buying cars for production and business activities	
6	06/NQ -HDQT	January 15 th , 2024	Resolution on approval of the basic contents of the contract on purchase of WDW-100E Computerized Electronic Universal Testing Machine for Song Da Consulting Joint Stock Company	05/05 (achieved) 100% of total members of the Board of Directors)
7	07/NQ -HDQT	January 15 th , 2024	Resolution on approval of the basic contents of the contract on purchase of WDW-100E Computerized Electronic Universal Testing Machine, TYA-2000 Concrete Compression Testing Machine and WES-1000B Universal Tensile Testing Machine for Song Da Consulting Joint Stock Company	05/05 (achieved) 100% of total members of the Board of Directors)
8	08/NQ -HDQT	January 15 th , 2024	Resolution on approval of the basic contents of purchasing a Camry 2.5Q car	05/05 (achieved) 100% of total members of the Board of Directors)
9	09/BC-HDQT	January 21 st , 2024	Corporate Governance Report in 2023 (version including full personal information)	
10	10/BC-HDQT	January 21 st , 2024	Corporate Governance Report in 2023 (version excluding personal	

No.	Resolution/ Decision number	Date	Contents	Rate of approval
			information)	
11	11/NQ-HDQT	January 23 rd , 2024	Resolution on approval of the final settlement of business management costs in 2023 for departments of Song Da Consulting Joint Stock Company	05/05 (achieved) 100% of total members of the Board of Directors)
12	12/NQ-HDQT	January 23 rd , 2024	Resolution on approval of the estimation of business management costs in 2024 for departments of Song Da Consulting Joint Stock Company	05/05 (achieved) 100% of total members of the Board of Directors)
13	13/NQ-HDQT	January 30 th , 2024	Decision on aids for some cases on the occasion of Tet Holiday	
14	14/VB-HDQT	February 1 st , 2024	Organization plan for Annual General Meeting of Shareholders 2024	
15	15/QD-HDQT	February 1 st , 2024	Decision on establishment of a document appraisal team to serve the Company's Annual General Meeting of Shareholders 2024	
16	16/NQ-HDQT	February 2 nd , 2024	Resolution on approval of the contents of the Consulting Contract for the package: Geological survey during feasibility study of Nam Ang Hydropower Project, Lao PDR	05/05 (achieved) 100% of total members of the Board of Directors)
17	17/NQ-HDQT	February 22 nd , 2024	Resolution on removal of Deputy Director of Consulting Center 2	05/05 (achieved) 100% of total board members
18	18/NQ-HDQT	February 22 nd , 2024	Resolution on approval of the payment of cash dividends in 2022 and finalizing list of attendees of Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company	05/05 (reached 100% of total board members)
19	18a/NQ-HDQT	February 23 rd , 2024	Resolution on approval of the contents of the contract on purchase of TYA-2000 Concrete Compression Testing Machine and WES-1000B Universal Tensile Testing Machine for Song Da Consulting Joint Stock Company	05/05 (reached 100% of total Board of Directors members)
20	19/NQ-HDQT	March 4 th ,	Resolution on approval of the	05/05 (reached

No.	Resolution/ Decision number	Date	Contents	Rate of approval
		2024	policy of liquidation of fixed assets	100% of total Board of Directors members)
21	20/QD-HDQT	March 4 th , 2024	Decision on contract for liquidation and disposal of fixed assets	
22	21/NQ-HDQT	March 6 th , 2024	Resolution on approval of the plan for rearrangement and disposal of houses and land of Song Da Consulting Joint Stock Company	05/05 (reached 100% of total Board of Directors members)
23	21a/NQ-HDQT	March 12 th , 2024	Resolution on approval of the plan for liquidation of fixed assets	05/05 (reached 100% of total Board of Directors members)
24	22/NQ-HDQT	March 26 th , 2024	Resolution on rewards to some groups	05/05 (reached 100% of total Board of Directors members)
25 - 29	From No. 23 to No. 27	February 4 th , 2024	Statements and reports to the Annual General Meeting of Shareholders 2024	
30	28/TB-HDQT	April 19 th , 2024	Notice of Board of Directors meeting in Quarter II/2024	
31	29/NQ-HDQT	April 23 rd , 2024	Resolution of Board of Directors meeting in Quarter I/2024, enclosed with the meeting minutes	05/05 (reached 100% of total Board of Directors members)
32	30/NQ-HDQT	April 23 rd , 2024	Resolution on approval of a number of contents of the Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company.	05/05 (reached 100% of total Board of Directors members)
33	31/TB-HDQT	April 23 rd , 2024	Resolution on approval of the establishment of Committee of Shareholders' Qualifications Verification to attend the Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company.	05/05 (reached 100% of total Board of Directors members)
34	32/QD-HDQT	April 23 rd , 2024	Decision on the establishment of Committee of Shareholders'	

No.	Resolution/ Decision number	Date	Contents	Rate of approval
			Qualifications Verification to attend the Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company.	
35	33/ITr-HDQT	April 23 rd , 2024	Resolution on approval of the policy of buying drilling and jetting machinery and equipment	05/05 (reached 100% of total board members)
36	34/BB/2024/DHCD	April 24 th , 2024	Minutes of the Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company.	
37	35/NQ/2024/DHDCD	April 24 th , 2024	Resolution of the Annual General Meeting of Shareholders 2024 of Song Da Consulting Joint Stock Company.	
38	36/NQ-HDQT	May 8 th , 2024	Resolution on approval of the contents of Contracts for purchase of drilling and jetting machinery and equipment for Song Da Consulting Joint Stock Company	05/05 (reached 100% of total Board of Directors members)
39	37/NQ-HDQT	May 20 th , 2024	Resolution on approval of budget for the vacation in 2024	05/05 (reached 100% of total Board of Directors members)
40	38/QD-HDQT	May 20 th , 2024	Decision on approval of budget for the vacation in 2024	
41	39/NQ-HDQT	May 21 st , 2024	Resolution on approval of selection of Auditor and contents of Contract on Auditing services for Financial Statements of Song Da Consulting Joint Stock Company for the fiscal year 2024	05/05 (reached 100% of total Board of Directors members)
42	40/QD-HDQT	June 18 th , 2024	Decision on establishment of an inventory council at 0:00 on July 1 st , 2024	05/05 (reached 100% of total Board of Directors members)
43	41/QD-HDQT	July 8 th , 2024	Notice of Board of Directors meeting in Quarter III/2024	
		July 8 th , 2024	Minutes of Board of Directors meeting in Quarter III/2024	
44	42/NQ-HDQT	July 8 th , 2024	Resolution of Board of Directors meeting in Quarter III/2024	
45	43/NQ-HDQT	July 22 nd ,	Resolution: Approving the salary	05/05 (reached

No.	Resolution/ Decision number	Date	Contents	Rate of approval
		2024	scale, payroll, and allowance regime for employees working for Song Da Consulting Joint Stock Company in accordance with Decree No. 74/2024/ND-CP dated June 30 th , 2024 of the Government stipulating the minimum wage for employees working under labor contracts.	100% of total Board of Directors members)
46	44/QD-HDQT	July 22 nd , 2024	Decision: Approving the salary scale, payroll, and allowance regime for employees working for Song Da Consulting Joint Stock Company in accordance with Decree No. 74/2024/ND-CP dated June 30 th , 2024 of the Government stipulating the minimum wage for employees working under labor contracts.	
47	45/QD-HDQT	July 22 nd , 2024	Decision: on adjustment of salary for the Company's managers in accordance with Decision No. 44/QD-HDB dated July 22 nd , 2024 of Board of Directors.	
48	46/BC-HDQT	July 25 th , 2024	Corporate governance report for the first 6 months of 2024 (excluding personal information)	
49	47/BC-HDQT	July 25 th , 2024	Corporate governance report for the first 6 months of 2024 (including full personal information)	
50	48/NQ-HDQT	August 7 th , 2024	Resolution: Approval of authorization for signing credit contracts, mortgage contracts, loan agreements, guarantee agreements and other documents related to borrowing activities and transactions with Banks.	05/05 (achieved) 100% of total
51	49/NQ-HDQT	October 3 rd , 2024	Resolution: On rewards to some groups	
52	50/TB-HDQT	October 9 th , 2024	Notice of Board of Directors meeting in Quarter IV/2024	
53	51/BB-SDCC	October 15 th , 2024	Minutes of Board of Directors meeting in Quarter IV/2024	
54	51a/NQ-HDQT	October 16 th , 2024	Resolution on Approval of the contents of Subcontractor agreement: Nam Phak Dam Jet	05/05 (achieved)

No.	Resolution/ Decision number	Date	Contents	Rate of approval
			Drilling Testing, Phou Pong Dam Foundation Reinforcement and Waterproofing Jet Drilling of Nam Phak Hydropower Project, Champasak Province, Lao PDR	100% of total members of the Board of Directors)
55	52/NQ-HDQT	October 18 th , 2024	Resolution of Board of Directors meeting in Quarter IV/2024	05/05 (achieved) 100% of total Board of Directors)
56	53-KH-HDQT	November 18 th , 2024	Schedule for development of management and leadership staff planning for the period 2025-2030	
57 - 66	From No. 54 to No. 63 (NX-HDQT)	November 22 nd , 2024	Review of 10 officers serving the development of management and leadership staff planning for the period 2025-2030	
67	64-BC/SDCC	December 12 th , 2024	Board of Directors' review report in 2024	
68	65/VB-HDQT	December 17 th , 2024	Document on planning and finding solutions to expand the Company's business lines and fields of production and business	
69	66/QD-HDQT	November 19 th , 2024	Decision on establishment of an inventory council at 0:00 on January 1 st , 2025	05/05 (achieved) 100% of total members of the Board of Directors)
70	67/QD-HDQT	December 26 th , 2024	Resolution: On approval of the budget for emulation and reward activities in 2024 and aids for some cases on the occasion of At Ty Tet Holiday	05/05 (achieved) 100% of total members of the Board of Directors)

III. Supervisory Board:

1. Information about members of Supervisory Board:

STT	Full name	Position	Date of appointment	Qualifications
1	Bui Thi Kim Khanh	Chief	April 28 th , 2016	Bachelor of Finance
2	Tran The Anh	Member	May 10 th , 2018	Bachelor of Finance & Accounting
3	Nguyen Quynh Trang	Member	April 19 th , 2010	Bachelor of Economics

2. Meetings of Supervisory Board

STT	Full name	Number of meetings with attendance	Attendance rate	Voting rate	Reason for absence
1	Bui Thi Kim Khanh	04	100%	100%	
2	Tran The Anh	04	100%	100%	
3	Nguyen Quynh Trang	04	100%	100%	

3. Supervisory Board's supervision over Board of Directors, Board of Management and shareholders :

- Supervising the preparation of documents and procedures for holding the Annual General Meeting of Shareholders in 2024;
- Reviewing the procedures for issuing resolutions and decisions of the Board of Directors.
- Supervising the Board of Directors in implementing the Resolutions of General Meeting of Shareholders and supervising the Chief Executive Officer in implementing the resolutions and decisions of the Board of Directors.
- Checking the rationality, legality, honesty and prudence in business management and operation; the systematic consistency and appropriateness of accounting, statistics and preparation of financial statements.

4. Supervisory Board's coordination with the activities of Board of Directors, Board of Management and other managerial officers :

- Attending and participating in discussions at meetings of the Board of Directors, Board of Management and the Company's weekly meetings.
- Providing recommendations and proposals to the Board of Directors and Board of Management for promptly handling and correction of violations and mistakes in management and operation of the Company's production and business activities; monitoring the implementation of conclusions and decisions of the Board of Directors and Board of Management of the Company.
- Consulting the Board of Directors before submitting reports, conclusions and recommendations to the Company's General Meeting of Shareholders .

5. Other activities of Supervisory Board:

- Reporting on activities of the Supervisory Board at the Annual General Meeting of Shareholders.
- Participating in raising opinions for amending and supplementing the Company's internal management regulations.
- Appraising the Company's quarterly and annual financial statements.

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualifications	Date of appointment
1	Mr. Dinh Van Duan	December 24 th , 1974	Master of Engineering	- Initial appointment for the position of Chief Executive Officer of the Company: April

No.	Members of Board of Management	Date of birth	Qualifications	Date of appointment
				18 th , 2015 - Re-appointment: June 9 th , 2020
2	Mr. Nguyen Van Hoang	June 15 th , 1975	Master of Engineering	- Initial appointment for the position of Vice Chief Executive Officer of the Company: August 1 st 2017 - Re-appointment: September 15 th , 2022
3	Mr. Phung Hong Quang	February 3 rd , 1980	Geological - Geotechnical Engineer and Bachelor of Economic Administration	Appointment for the position of Vice Chief Executive Officer of the Company since July 1 st , 2021

V. Chief Accountant

Full name	Date of birth	Qualifications	Date of Appointment
Le Minh Quyet	August 7 th , 1976	Bachelor of Economics	- Initial appointment: April 20 th , 2013 - Re-appointment: August 1 st , 2018 - Re-appointment: September 15 th 2023

VI. Training on Corporate Governance: N/A.

VII. List of related persons of public company:

- List of related persons of the Company (*see the Appendix I attached hereto*).
- Transactions between the Company and its related persons; or between the company and major shareholders, insiders, related persons of insiders: **No transactions.**

No.	Name of organization /individual	Relationship with the company	NSH No.*, date of issue, place of issue	Headquarters / Contact address	Time of transaction with the company	Resolution/ Decision Number of General Meeting of Shareholders/ BOD... (if any, specify date of issue)	Contents, quantity, total transaction value	Note

- Transactions between the company's insiders, related persons of insiders and subsidiaries, companies under control of the company: **No transactions.**

No.	Person making the transaction	Relationship with insiders	Position at the Company	ID card/Passport number, date of issue, place of issue	Address	Name of subsidiary, company under control of the Company	Time of transaction	Contents, quantity, total transaction value	Note

- Transactions between the company and others

- 4.1. Transactions between the company and companies in which members of Board of Directors, members of Supervisory Board, Chief Executive Officer and other managers have been founders or members of Board of Directors, Chief Executive Officer within the past three (03) years (as of the date of reporting): **No transactions.**
- 4.2. Transactions between the company and companies in which related persons of members of Board of Directors, members of Supervisory Board, Chief Executive Officer and other managers are members of Board of Directors, Executive Officer (Chief Executive Officer): **No transactions.**
- 4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of Board of Directors, members of Supervisory Board, Chief Executive Officer and other managers: **No transactions.**

VIII. Stock transactions of insiders and their related persons:

- List of insiders and their related persons (*see the Appendix II attached hereto*).
- Transactions by insiders and their related persons on the company's stocks:

No.	Person making the transaction	Relationship with insiders	Number of stocks held at the beginning of the period		Number of stocks held at the end of the period		Reason of increase, decrease (purchase, sale, transfer, bonus...)
			Number	Rate	Number	Rate	
1	Pham Anh Duc – Member of the Company's BOD	Insider	327,468	12.458%	647,468	24.8%	By personal purchase agreement, placing an order on the exchange
2	Nguyen Thi My Huong	Wife of Mr. Pham Anh Duc	27,666	1.06%	2,466	0.09%	By personal purchase agreement, placing an order on the exchange

- Number of stocks after transaction of insiders and their related persons (between Mr. Pham Anh Duc - Member of the Company's BOD who is an insider and Ms. Nguyen Thi My Huong - Wife of Mr. Pham Anh Duc who is a related person): 649,934 shares, rate: 24.9%.

VI. Other notes: N/A.

Recipients:

- As above;
- BOD Members; Supervisory Board members of the Company;
- Securities Team of the Company;
- Archived BOD, Personnel Organization.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN



Pham Van Manh