

No: *H* /SD3-HĐQT

Kon Tum, Date *22* Month *01* Year *2025*

**REPORT ON CORPORATE GOVERNANCE OF LISTED COMPANY
FOR THE YEAR 2024**

To: - The State Securities Commission;
- Ha Noi Stock Exchange.

- Name of company: SONG DA 3 JOINT STOCK COMPANY
- Address: Group 4, Vo Nguyen Giap Street, Mang Den Town, Kon Plong District, Kon Tum Province, Vietnam.
- Telephone: 02606 555 688 Fax: 0206 555 989
- Email: songda3.tchc@gmail.com
- Website: songda3.vn
- Charter capital: 159,993,560,000 VND
- Stock code: SD3
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director.

I. Activities of the General Meeting of Shareholders:

Information on meetings, resolutions and decisions of the General Meeting of Shareholders:

No.	Resolution/Decision No.	Date	Content
1	01/NQ-SD3-ĐHĐCĐ	10 May 2024	Resolution of the 2024 Annual General Meeting of Shareholders of Song Da 3 Joint Stock Company

II. Board of Directors.

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

No.	Board of Directors' member	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Tien Truong	Chairman	10 May 2019	
2	Mr. Pham Xuan Toan	Member/ GeneralD	29 June 2021	

No.	Board of Directors' member	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
		Director		
3	Mr. Kim Thanh Nam	Member	10 May 2019	
4	Mr. Pham Van Tang	Member	11 June 2020	
5	Mr. Truong Quoc Hung	Member	25 May 2023	

2. Meetings of the Board of Directors

No.	Board of Directors' member	Position	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr. Nguyen Tien Truong	Chairman	4/4	100%	
2	Mr. Pham Xuan Toan	Member/ General Director	4/4	100%	
3	Mr. Kim Thanh Nam	Member	4/4	100%	
4	Mr. Pham Van Tang	Member	4/4	100%	
5	Mr. Truong Quoc Hung	Member	3/4	75%	

3. Supervising the Board of Management by the Board of Directors:

- The Board of Directors supervises the Board of Management in implementing the resolutions and decisions of the Board of Directors in accordance with its functions and duties.

- Quarterly, the Board of Management prepares reports on several financial indicators and reports during Board meetings on the current business performance and outlines future directions for the Board's guidance.

4. Activities of the Board of Directors' subcommittees:

The Board of Directors of the Company has not established any subcommittees. The members of the Board of Directors perform their duties as assigned by the Board.

5. Resolutions/Decisions of the Board of Directors:

• Resolutions of the Board of Directors:

No.	Resolutions	Date	Content
1	01/NQ-SD3-HĐQT	24 January 2024	Resolution of the Board of Directors of Annual General Meeting of Song Da 3 Joint Stock Company for Q1/2024

No.	Resolutions	Date	Content
2	02/NQ-SD3-HĐQT	06 March 2024	Resolution approving the plan for reorganization of land and property under management and use
3	03/NQ-SD3-HĐQT	05 April 2024	Resolution extending the Annual General Meeting of shareholders for 2024 of Song Da 3 Joint Stock Company
4	04/NQ-SD3-HĐQT	08 May 2024	Resolution approving the content of the Annual General Meeting of shareholders for 2024 of Song Da 3 Joint Stock Company
5	05/NQ-SD3-HĐQT	04 June 2024	Resolution of the Board of Directors of Song Da 3 Joint Stock Company for the Regular Meeting - Quarter II/2024
6	06/NQ-SD3-HĐQT	25 June 2024	Resolution appointing the representative shareholders of Song Da 3 Joint Stock Company to attend and vote at the Annual General Meeting of Shareholders for 2024 of Song Da 3 - Dak Lo Hydropower Joint Company
7	07/NQ-SD3-HĐQT	23 July 2024	Resolution approving the liquidation and and the plan to liquidate fixed assets no longer in use
8	08/NQ-SD3-HĐQT	07 August 2024	Resolution of the Board of Directors for the Annual Meeting - Quarter III/2024
09	09/NQ-SD3-HĐQT	30 September 2024	Resolution reappointing Mr. Bui Van Ha as Deputy General Director
10	10/NQ-SD3-HĐQT	20 November 2024	Resolution of the Board of Directors for the Regular Meeting - Quarter IV/2024

• *Decisions of the Board of Directors:*

No.	Decision	Date	Content
1	01/QĐ-SD3-HĐQT	21 June 2024	Decision to establish the inspection Committee at 0:00 on 1 July 2024
2	02/QĐ-SD3-HĐQT	21 June 2024	Decision to select and hire an audit firm for financial statements for the year 2024
3	03/QĐ-SD3-HĐQT	23 July 2024	Decision approving the liquidation and approval of the plan to liquidate fixed

No.	Decision	Date	Content
			assets no longer in use
4	04/QĐ-SD3-HĐQT	07 August 2024	Decision enforcing the training regulation of Song Da 3 Joint Stock Company
5	05/QĐ-SD3-HĐQT	30 September 2024	Decision reappointing Mr. Bui Van Ha as Deputy General Director
6	06/QĐ-SD3-HĐQT	10 December 2024	Decision establishing the Inspection Committee at 0:00 on 10 December 2024

III. Board of Supervisors

1. Information about members of Board of Supervisors or Audit Committee:

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the BOS	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Viet Luong	Chief Supervisor	26 December 2018	
2	Mr. Pham Duy Huan	Member	26 December 2018	
3	Mr. Vu Thanh Tung	Member	30 June 2022	

2. Meetings of the Board of Supervisors

No.	Board of Supervisors's members	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Nguyen Viet Luong	4/4	100%	100%	
2	Mr. Pham Duy Huan	4/4	100%	100%	
3	Mr. Vu Thanh Tung	4/4	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

The Board of Supervisors performs supervisory function over the management and operation of the Board of Directors, Board of Management, and the company's business activities by attending and contributing opinions at Board meetings, supervising the collection of written opinions from the Board members and reviewing quarterly and annual financial reports of the company.

Key content of the Board of Supervisors' meetings includes:

- Requesting the Board of Management to report and settle accounts for projects and provide solutions to existing issues, if any.

- Requesting the Board of Management to review and resolve outstanding debts thoroughly.

- Evaluating the management effectiveness and activities of the Board of Directors and the Board of Management as well as the company's production and business performance based on financial statements and periodic reports of the Board of Directors and the Board of Management.

4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:

- The Board of Supervisors has actively exchanged and reached agreements with the Board of Directors on content, plans, inspections, and supervision while coordinating with the General Director in the process of implementing inspection and supervision tasks.

- The Board of Directors has fully provided the Board of Supervisors with resolutions and decisions for review.

- The General Director has facilitated the Board of Supervisors in collecting information and documents related to production and business activities.

- The Board of Directors, Board of Supervisors, General Director, and other company managers have maintained close coordination in managing and supervising production and business activities.

5. Other Activities of the Board of Supervisors: Nil.

IV. Board of Management

No.	Member of BOM	Date of birth	Qualification	The date becoming/ceasing to be the BOM's member
1	Mr. Pham Xuan Toan	19 December 1972	Bachelor of Finance and Accounting	21 June 2021
2	Mr. Phi Dinh Manh	09 November 1971	Construction Engineer	18 March 2022
3	Mr. Bui Van Ha	05 December 1981	Hydraulic Engineer	30 September 2019

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/dismissal
Mr. Nguyen Van Hinh	20 May 1974	Bachelor of Finance and Accounting	01 July 2018

VI. Training courses on corporate governance: Nil.

VII. The list of affiliated persons of the listed company according to Clause 34, Article 6 of the Securities Law and transactions of affiliated persons of the Company

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

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company (if any)	ID card No.	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason
1	Mr. Nguyen Tien Truong		Chairman of BOD	034074006990	08 May 2018	Police Department	Ha Noi	10 May 2019		
2	Mr. Pham Xuan Toan		Member of BOD/General Director	034072007471	05 November 2018	Police Department	Ha Noi	29 June 2020		
3	Mr. Phi Dinh Manh		Deputy General Director	112476961	29 November 2007	Ha Noi	Ha Noi	08 March 2022		
4	Mr. Bui Van Ha		Deputy General Director	151259312	16 April 2013	Thai Binh	Ha Noi	30 September 2019		
5	Mr. Truong Quoc Hung		Member of BOD					25 May 2023		
6	Mr. Kim Thanh Nam		Member of BOD					10 May 2019		
7	Mr. Pham Van Tang		Member of BOD					11 June 2020		
8	Mr. Nguyen Viet Luong		Chief Supervisor	036086000083	11 April 2014	Police Department	Ha Noi	26 December 2018		
9	Mr. Pham Duy Huan		Member of BOS	035080000235	27 October 2015	Police Department	Ha Noi	26 December 2018		
10	Mr. Vu Thanh Tung		Member of BOS	034083011106	12 August 2021	Police Department	Thai Binh	30 June 2022		

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: Nil.

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: Nil.

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, General Director have been founding members or members of Board of Directors, or General Director in three (03) latest years: Nil.

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

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, General Director and other managers: Nil.

VIII. Share transactions of internal persons and their affiliated persons

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

No.	Name	Position at the company	ID card No.	Date of issue	Number of shares owned	Relationship
1	Mr. Nguyen Tien Truong	Chairman of BOD			No	
	Mr. Nguyen Tien Tran (deceased)				No	Father
	Ms. Bui Thi Thu				No	Mother
	Nguyen Thi Thao				No	Older sister
	Nguyen Thi Thu				No	Older sister
	Nguyen Tien Giang				No	Younger brother
	Nguyen Van Dai				No	Younger brother
	Nham Thi Thanh Hue				No	Wife
	Nguyen Thi Dieu An				No	Daughter
	Nguyen Bao Chau				No	Daughter
	Nguyen Tien Phuc				No	Son
2	Mr. Pham Xuan Toan	BOD's member			No	

No.	Name	Position at the company	ID card No.	Date of issue	Number of shares owned	Relationship
		/General Director				
	Pham Van Mo (deceased)				No	Father
	Do Thi Dat				No	Mother
	Pham Xuan Tieng				No	Older brother
	Pham Thi Diet				No	Older sister
	Pham Thi Rien				No	Older sister
	Pham Thi Toan				No	Younger sister
	Bui Thi Mai				No	Wife
	Pham Bui Minh Duc				No	Son
	Pham Minh Triet				No	Son
3	Mr. Phi Dinh Manh	Deputy General Director			No	
	Phi Dinh Dinh (deceased)				No	Father
	Nguyen Thi Tay (deceased)				No	Mother
	Phi Dinh Cuong				No	Older brother
	Phi Dinh Thinh				No	Older brother
	Phi Thi Thien				No	Older sister
	Phi Dinh Quyet				No	Older brother
	Phi Thi Tam				No	Younger sister
	Nguyen Thi Thuy				No	Wife
	Phi Dinh Uy				No	Son
	Phi Dinh Quan				No	Son
4	Mr. Bui Van Ha	Deputy General Director			No	
	Bui Van Lieu				No	Father
	Cao Thi Bang				No	Mother
	Bui Thi Huong				No	Older sister
	Bui Thi Huyen				No	Older sister
	Bui Thi Sen				No	Younger sister
	Bui Van Soai				No	Younger brother
	Tran Thi Tuyet				No	Wife
	Bui Ha Linh				No	Daughter
	Bui Ha Chi				No	Daughter
	Bui Cao Minh				No	Son
5	Truong Quoc Hung	BOD's member			No	
6	Kim Thanh Nam	BOD's member			No	

No.	Name	Position at the company	ID card No.	Date of issue	Number of shares owned	Relationship
7	Pham Van Tang	BOD's member			No	
8	Nguyen Viet Luong	Chief Supervisor			No	
	Nguyen Van Quang				No	Father
	Bui Thi Ly				No	Mother
	Nguyen Duy Cong				No	Older brother
	Pham Thi Thanh Huyen				No	Wife
	Nguyen Viet Hoang Long				No	Son
	Nguyen Hoang Chau				No	Daughter
9	Mr. Pham Duy Huan	BOS's member			No	
	Pham Duc Don (deceased)				No	Father
	Pham Thi Thanh Hai				No	Older sister
	Pham Duy Hung				No	Older brother
	Pham Duy Hien				No	Older brother
	Phan Thi Hiep				No	Wife
	Pham Hoang Minh Chau				No	Daughter
	Pham Duc Duy				No	Son
	Pham Duc Hoang Phuc				No	Son
10	Mr. Vu Thanh Tung	BOS's member			No	
	Vu Quyet Thang				No	Father
	Vu Thi Dong				No	Mother
	Vũ Thị Lan Anh				No	Younger sister
	Tran Thi Thu Huong				No	Wife
	Vu Minh Quang				No	Son
	Vu Quynh Chi				No	Son

2. Transactions of internal persons and affiliated persons with shares of the listed Company: Nil

IX. Other significant issues: None

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Executive Board;
- Chief Accountant;
- Achived: Accounting, Secretariat, BOD.

CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyen Tien Trung