

No.: 12 /BC-HĐQT

*Hanoi, July 29, 2025*

**REPORT ON CORPORATE GOVERNANCE OF THE LISTED COMPANY  
(From January 2025 to June 2025)**

**To: State Securities Commission of Vietnam**

**Hanoi Stock Exchange**

- Name of the listed company: **Song Da 2 Joint Stock Company**
- Address: **Km10, Nguyen Trai Street, Van Quan, Ha Dong, Hanoi**
- Telephone: **024 33 510 542**      Fax: **024 33 828 255**
- Charter capital: **VND 144,235,360,000**
- Stock code: **SD2**
- Corporate Governance Model: **General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Director**
- Regarding the implementation of internal audit functions: **Not implemented**

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

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions passed in the form of written consultation):

No.	Resolution/Decision No.	Date	Content
1	12/2025/NQ-ĐHĐCĐ	28/4/2025	Resolution of the 2025 Annual General Meeting of Shareholders

**II. Board of Directors**

1. Information on members of the Board of Directors (BOD)

No.	Member of the BOD	Position	Date of Appointment/End of Term	
			Date of Appointment	End of Term
1	Mr. Duong Ngoc Hai	Chairman of the BOD	29/06/2021	
2	Mr. Hoang Van Son	BOD Member	28/02/2022	
4	Mr. Nguyen Vu Luat	BOD Member	29/05/2017	
5	Mr. Bui Xuan Ngoc	BOD Member	29/06/2021	
6	Mr. Le Van Toan	BOD Member	29/06/2021	

## 2. Meetings of the Board of Directors

No.	Member of the BOD	Number of Board Meetings Attended	Attendance Rate (%)	Reason for Non-attendance
1	Mr. Duong Ngoc Hai	01/01	100	
2	Mr. Hoang Van Son	01/01	100	
3	Mr. Nguyen Vu Luat	01/01	100	
4	Mr. Bui Xuan Ngoc	01/01	100	
5	Mr. Le Van Toan	01/01	100	

## 3. Supervisory activities of the BOD over the Executive Board:

- Reviewed business performance for the first quarter and the first six months of 2025, and provided directions for implementing tasks in the last six months of 2025

- Held regular meetings as prescribed and convened thematic meetings to issue resolutions on policies and operational directions, assess results, and make timely adjustments;

- Monitored the execution of business operations to ensure alignment with the targets and plans set out in the resolutions of the Board of Directors and the General Meeting of Shareholders for 2025;

- Directed the Executive Board to develop implementation plans and solutions for monthly, quarterly, and annual business plans in accordance with resolutions of the Board of Directors and the General Meeting of Shareholders.

- Successfully oversaw the organization of the 2025 Annual General Meeting of Shareholders, at which important matters related to the Company's business and investment activities were approved;

- The supervision of the Executive Board by the members of the Board of Directors was carried out in accordance with applicable laws and the Company's Charter.

#### 4. Activities of the Committees under the Board of Directors:

The Internal Control Committee under the Board of Directors is responsible for advising and assisting the Board in monitoring compliance with the law, with the resolutions of the General Meeting of Shareholders and the Board of Directors, as well as with the Company's internal management regulations. It supervises the use of the Company's capital and assets, makes recommendations to support risk management, and proposes preventive and corrective measures for any identified irregularities.

#### 5. Resolutions/Decisions of the Board of Directors:

No.	Resolution No.	Date	Content
1	01/NQ-HĐQT	10/01/2025	Approval of the advance payment under the contract with Thanh Hoa Land Fund Development Center according to Contract No. 15/2024/HĐ-GPMB dated 24/12/2024 for the project: Residential area in Quang Tho Ward, Sam Son City and Quang Tam Ward, Thanh Hoa City.

<b>No.</b>	<b>Resolution No.</b>	<b>Date</b>	<b>Content</b>
2	02/NQ-HĐQT	21/02/2025	Approval of the proposal on the outline of survey tasks and cost estimates; the tasks for the investment feasibility study report and project cost estimates for the residential area in Quang Tho Ward, Sam Son City and Quang Tam Ward, Thanh Hoa City.
3	03/NQ-HĐQT	25/02/2025	Approval of the third liquidation plan for 10 fixed assets in accordance with Resolution No. 63/NQ-HĐQT dated 23/09/2022 of the Board of Directors of Song Da 2 Joint Stock Company at Song Da 2 E&C One Member Limited Liability Company.
4	04/NQ-HĐQT	25/02/2025	Approval of the investment proposal for the project: Sports activity and restaurant service complex.
5	05/NQ-HĐQT	28/02/2025	Approval of the contents of Submission No. 67/TT-TGD dated 26/02/2025 of the General Director of Song Da 2 Joint Stock Company regarding the project: Residential area in Quang Tho Ward, Sam Son City and Quang Tam Ward, Thanh Hoa City.
6	06/NQ-HĐQT	24/03/2025	Resolution of the Board of Directors' meeting for the First Quarter of 2025.
7	07/NQ-HĐQT	25/03/2025	Regarding the convening of the 2025 Annual General Meeting of Shareholders.
8	08/QĐ-HĐQT	25/03/2025	Regarding the convening of the 2025 Annual General Meeting of Shareholders.
9	09/NQ-HĐQT	08/04/2025	Approval of the capital contribution to implement the project: Residential area in Quang Tho Ward, Sam Son City and Quang Tam Ward, Thanh Hoa City.
10	10/QĐ-HĐQT	23/04/2025	Establishment of the Organizing Committee for the 2025 Annual General Meeting of Shareholders.

<b>No.</b>	<b>Resolution No.</b>	<b>Date</b>	<b>Content</b>
11	11/NQ-HĐQT	24/04/2025	Approval of the compensation payment costs for land clearance as per the Decision of the People's Court of Hoa Binh City.
12	12/2025/NQ-HĐQT	28/04/2025	Resolution of the 2025 Annual General Meeting of Shareholders.
13	13/NQ-HĐQT	13/05/2025	Approval of litigation costs for initiating arbitration at the Vietnam International Arbitration Centre (VIAC) against the main contractor, Lotte E&C.
14	14/NQ-HĐQT	02/05/2025	Approval of the policy to adjust the investment project of Ho Xuong Rong Urban Area – Thai Nguyen City.
15	15/NQ-HĐQT	05/06/2025	Approval of initiating legal action against the complaint resolution decision of the Inter-district Tax Team of Uong Bi – Quang Yen under the Regional Tax Department III.
16	16/NQ-HĐQT	13/06/2025	Approval of the policy for partial adjustment of the 1/500-scale detailed construction planning of the Ho Xuong Rong Urban Area Investment Project – Thai Nguyen City.
17	16A/QĐ-HĐQT	16/06/2025	Termination of the assignment of Mr. Pham Thanh Duc as Secretary of the Board of Directors.

### III. Supervisory Board:

#### 1. Information on members of the Supervisory Board:

No.	Member of the Supervisory Board	Position	Date of commencement/ termination of membership	Professional Qualifications
1	Mr. Nguyen Binh Luc	Head	29/05/2017	Bachelor of Finance and Accounting
2	Mr. Do Xuan Hoang	Member	29/06/2021	
3	Mr. Le Tuan Viet	Member	29/06/2021	Bachelor of Accounting

#### 2. Meeting of the Supervisory Board:

No.	Member of the Supervisory Board	Number of Supervisory Board Meetings Attended	Attendance Rate	Voting Rate	Reason for Non-attendance
1	Mr. Nguyen Binh Luc	01/01	100%	100%	
2	Mr. Do Xuan Hoang	01/01	100%	100%	
3	Mr. Le Tuan Viet	01/01	100%	100%	

#### 3. Supervisory activities of the Supervisory Board with respect to the Board of Directors, the Executive Board, and shareholders:

- The Supervisory Board developed periodic inspection and supervision plans for the Company's business and production activities; participated with the Board of Directors in approving business and production plans. It reviewed and supervised financial statements before public disclosure.

- The Board of Directors, the General Director, and shareholders performed their assigned rights and duties in accordance with the law, the Company's Charter, and Resolutions of the General Meeting of Shareholders, ensuring the legitimate interests of the Company and its shareholders.

#### 4. Coordination between the Supervisory Board and the Board of Directors, Executive Board, and other management personnel:

- The Board of Directors holds regular quarterly meetings with the participation of the Supervisory Board and the Company's Executive Board, thereby ensuring all resolutions of the Board of Directors are seriously, promptly, and effectively implemented;

- Documents related to the Company's operations are fully sent to the Supervisory Board;

- Information exchange and coordination between the Supervisory Board and shareholders are carried out in accordance with the Company's Charter.

5. Other activities of the Supervisory Board (if any): None

#### **IV. Executive Board**

Np.	Member of the Executive Board	Date of Birth	Professional Qualifications	Date of Appointment/Dismissal
1	Hoang Van Son	19/05/1973	Civil Engineer	13/11/2023
2	Le Van Toan	30/04/1975	Civil Engineer	28/08/2024
3	Nguyen Duy Huong	02/10/1973	Underground and Mining Construction Engineer	21/10/2021

#### **V. Chief Accountant**

Full name	Date of birth	Professional qualifications	Date of appointment/Dismissal
Le Hoang Minh	12/05/1981	Bachelor of Economics	21/10/2021

#### **VI. Corporate Governance Training:**

Training courses on corporate governance attended by members of the Board of Directors, members of the Supervisory Board, the General Director, other management personnel, and the Company Secretary in accordance with regulations on corporate governance: *None*.

#### **VII. List of Related Persons of the Listed Company Pursuant to Clause 46 Article 4 of the Law on Securities and Transactions Between Related Persons and the Company Itself:**

1. List of related persons of the company:

No	Name of organization/individual	Securities trading account (if any)	Position in the company (if any)	NSH Certificate 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	Tổng công ty Sông Đà								Major shareholder
2	Dương Ngọc Hải		Chairman of the Board of Directors			29/06/2021			NQLDN
3	Hoàng Văn Sơn		Member of the Board of Directors			28/02/2022			NQLDN
			CEO			13/11/2023			
4	Nguyễn Vũ Luật		Member of the Board of Directors			29/05/2017			NQLDN
5	Bùi Xuân Ngọc		Member of the Board of Directors			29/06/2021			NQLDN
6	Lê Văn Toàn		Member of the Board of Directors			29/06/2021			NQLDN
			Deputy General Director			28/08/2024			
7	Nguyễn Duy Hưởng		Deputy General Director			21/10/2021			NQLDN



8	Lê Hoàng Minh		Chief accountant			21/10/2021			NQLDN
9	Nguyễn Bình Lục		Head of the Supervisory Board			29/05/2017			NQLDN
10	Đỗ Xuân Hoàng		Member of the Supervisory Board			29/06/2021			NQLDN
11	Lê Tuấn Việt		Member of the Supervisory Board			29/06/2021			NQLDN

2. Transactions between the company and related persons; or between the company and major shareholders, insiders, and related persons of insiders:  
*None*

3. Transactions between insiders of the listed company, related persons of insiders, and subsidiaries or companies controlled by the listed company:  
*None*

4. Transactions between the company and other parties

4.1. Transactions between the company and companies where members of the BOD, Supervisory Board, or the General Director have been or are founding members, members of the BOD, or General Directors within the past three (03) years (as of the reporting date): *None*

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, and Executive Director (General Director) are members of the Board of Directors or Executive Director (General Director): *None*

4.3. Other transactions of the company (if any) that may bring material or non-material benefits to members of the BOD, Supervisory Board, or the General Director: *None*

### **VIII. Transactions in shares by insiders and related persons of insiders**

#### **1. List of insiders and related persons of insiders:**

No	Full name	Trading account	Position at the Company	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
1	Dương Ngọc Hải		Chairman of the Board of Directors			2559019	17,74%	
1.01	Dương Ngọc Kim Oanh		No			0	0%	Wife
1.02	Dương Ngọc Anh Thư		No			0	0%	Offspring
1.03	Dương Ngọc Hải Anh		No			0	0%	Offspring
1.04	Dương Ngọc Long		No			0	0%	father
1.05	Tô Thị Trang		No			0	0%	Mother
1.06	Nguyễn Thanh Phương		No			0	0%	Father-in-law
1.07	Nguyễn Thị Khanh		No			0	0%	Mother-in-law
1.08	Dương Thị Vân		No			0	0%	Older sister

1.09	Dương Thị Yến		No			0	0%	Younger brother
1.10	Nguyễn Văn Khiêm		No			0	0%	Brother-in-law
2	Hoàng Văn Sơn		Member of the Board of Directors			1062506	7,37%	
			CEO					
2.01	Bùi Thị Chính		No			0	0%	Wife
2.02	Hoàng Thảo Nguyên		No			0	0%	Offspring
2.03	Hoàng Anh Phúc		No			0	0%	Offspring
2.04	Hoàng Thị Dung		No			0	0%	Older sister
2.05	Hoàng Thị Ngân		No			0	0%	Older sister
2.06	Hoàng Văn Định		No			0	0%	Older brother
2.07	Hoàng Văn Long		No			0	0%	Older brother
2.08	Hoàng Thị Hải		No			0	0%	Older sister
2.09	Hoàng Thị Hà		No			0	0%	Older sister
2.10	Trần Minh Tiến		No			0	0%	Brother-in-law
2.11	Lê Trọng Dũng		No			0	0%	Brother-in-law
2.12	Lê Văn Phong		No			0	0%	Brother-in-law
2.13	Lê Tuấn Chính		No			0	0%	Brother-in-law
2.14	Hoàng Thị Thơi		No			0	0%	Sister-in-law

2.15	Đặng Thị Quỳnh Phương		No			0	0%	Sister-in-law
3	Nguyễn Vũ Luật		Member of the Board of Directors			0	0%	
3.01	Trần Thị Kim Liên		No			0	0%	Wife
3.02	Nguyễn Vũ Thị Hà An		No			0	0%	Biological child
3.03	Nguyễn Vũ Phương Khanh		No			0	0%	Biological child
3.04	Nguyễn Vũ Lượng		No			0	0%	Father
3.05	Đặng Thị Thâm		No			0	0%	Mother
3.06	Lương Thị Tăng		No			0	0%	Mother-in-law
3.07	Nguyễn Vũ Luyện		No			0	0%	Brother
3.08	Nguyễn Thị Nhung		No			0	0%	sister
3.09	Vũ Thị Kim Anh		No			0	0%	sister-in-law
3.10	Nguyễn Quang Ân		No			0	0%	Brother-in-law
4	Bùi Xuân Ngọc		Member of the Board of Directors			7990700	5,54%	
4.01	Lê Thị Kim Dung		No			0	0%	Wife
4.02	Bùi Vũ Hoàng		No			0	0%	Biological child

4.03	Bùi Lê Hoàng Vũ		KTĐT Department Staff			0	0%	Biological child
4.04	Lê Thị Yến		No			0	0%	Mother
4.05	Lê Thiên Quát		No			0	0%	Father-in-law
4.06	Lê Thị Minh Côi		No			0	0%	Mother-in-law
4.07	Bùi Thị Oanh		No			0	0%	Sister
4.08	Bùi Minh Châu		No			0	0%	Brother
4.09	Bùi Thị Hương		No			0	0%	Younger brother
4.10	Bùi Minh Sơn		No			0	0%	Younger brother
4.11	Bùi Thị Thủy		No			0	0%	Younger brother
4.12	Bùi Thị Chung		No			0	0%	Younger brother
4.13	Bùi Thị Chính		No			0	0%	Younger brother
4.14	Lê Đình Sơn		No			0	0%	Brother-in-law
4.15	Trần Minh Loan		No			0	0%	Sister-in-law
4.16	Nghiêm Văn Ninh		No			0	0%	Brother-in-law
4.17	Phạm Quang Thơm		No			0	0%	Brother-in-law
4.18	Nguyễn Văn Sáng		No			0	0%	Brother-in-law
4.19	Hoàng Văn Sơn		TV.Board of Directors,			1062506	7,37%	Brother-in-law

			General Director					
5	Lê Văn Toàn		Member of the Board of Directors			0	0%	
			Deputy General Director					
5.01	Nguyễn Thu Nghĩa		No			0	0%	Wife
5.02	Lê Nguyễn Thu Giang		No			0	0%	Biological child
05.03	Lê Nguyễn Công Duy		No			0	0%	Biological child
50.04	Lê Tiến Bộ		No			0	0%	Birth father
5.05	Bùi Thị Tiêu		No			0	0%	Mother
5.06	Nguyễn Văn Sa		No			0	0%	Father-in-law
5.07	Nguyễn Thị Duyên		No			0	0%	Mother-in-law
5.08	Lê Văn Tuấn		No			0	0%	Brother
5.09	Lê Thị Lĩnh		No			0	0%	Sister
5.10	Lê Thị Vân		No			0	0%	Sister
5.11	Lê Thị Phương		No			0	0%	Sister
5.12	Nguyễn Thị Hồng Hạnh		No			0	0%	Sister-in-law
5.13	Vũ Đình Tuyên		No			0	0%	Brother-in-law

5.14	Nguyễn Xuân Hiến		No			0	0%	Brother-in-law
6	Nguyễn Duy Hương		Deputy General Director			0	0%	
6.01	Phạm Ninh Hương		No			0	0%	Wife
6.02	Nguyễn Duy Thái Hải		No			0	0%	Son
6.03	Nguyễn Ngọc Khuê		No			0	0%	Daughter
6.04	Nguyễn Duy Cảnh		No			0	0%	Father
6.05	Hà Thị Xinh		No			0	0%	Mother
6.06	Phạm Duy Khánh		No			0	0%	Father-in-law
6.07	Đinh Thị Thiết		No			0	0%	mother-in-law
6.08	Nguyễn Duy Hưng		No			0	0%	Older brother
6.09	Nguyễn Duy Hình		No			0	0%	Older brother
6.10	Tường Thị Lưu		No			0	0%	Sister-in-law
6.11	Nguyễn Thị Hiến		No			0	0%	Sister-in-law
6.12	Phạm thế Mạnh		No			0	0%	Brother-in-law
6.13	Nguyễn Duy Huê		No			0	0%	Older brother
6.14	Nguyễn Thị Hưng		No			0	0%	Sister-in-law

7	Lê Hoàng Minh		Chief accountant			0	0%	
7.01	Trương Thị Thu Hiền		No			0	0%	wife
7.02	Lê Đình Hoàng Quân		No			0	0%	Offspring
7.03	Lê Hoàng Minh Tâm		No			0	0%	Offspring
7.04	Lê Đình Thạo		No			0	0%	father
7.05	Hoàng Thị Nhu		No			0	0%	Mother
7.06	Trương Văn Bảy		No			0	0%	Father-in-law
7.07	Lê Thị Vinh		No			0	0%	Mother-in-law
7.08	Lê Đình Phương		No			0	0%	Younger brother
7.09	Hạ Thị Giang		No			0	0%	Sister-in-law
7.10	Lê Thị Hà Thanh		No			0	0%	Younger sister
7.11	Nguyễn Văn Thịnh		No			0	0%	Brother-in-law
8	Nguyễn Bình Lục		Head of the Supervisory Board			2100	0,015%	
8.01	Hoàng Thị Thúy Nguyên		No			0	0%	Wife



8.02	Nguyễn Hoàng Hải		No			0	0%	Offspring
8.03	Nguyễn Bảo Ngọc		No			0	0%	Offspring
8.04	Vũ Thị Hương		No			0	0%	Mother-in-law
8.05	Nguyễn Thế Chiu		No			0	0%	Brother
8.06	Nguyễn Hữu Chuẩn		No			0	0%	Brother
8.07	Nguyễn Thị Phương		No			0	0%	Older sister
8.08	Nguyễn Tân Luân		No			0	0%	Brother
8.09	Nguyễn Bình Luân		No			0	0%	Brother
8.10	Nguyễn Thị Ngữ		No			0	0%	Older sister
8.11	Nguyễn Thị Hoàng		No			0	0%	Older sister
8.12	Ngô Thị Tấn		No			0	0%	Sister-in-law
8.13	Nguyễn Thị Thủy		No			0	0%	Sister-in-law
8.14	Nguyễn Thị Hồ		No			0	0%	Sister-in-law
8.15	Phan Thị Hạnh Nguyên		No			0	0%	Sister-in-law
8.16	Lỗ Thiện Nghĩa		No			0	0%	Brother-in-law
8.17	Đỗ Đình Đài		No			0	0%	Brother-in-law

9	Đỗ Xuân Hoàng		Member of the Supervisory Board			0	0%	
9.01	Đặng Thị Cẩm Nhung		No			0	0%	Wife
9.02	Đỗ Đặng Hoàng Anh		No			0	0%	biological child
9.03	Đỗ Đặng Hoàng Long		No			0	0%	biological child
9.04	Đỗ Văn Hanh		No			0	0%	father
9.05	Đặng Đức Đăng		No			0	0%	Father-in-law
9.06	Hoàng Thị Lan		No			0	0%	Mother-in-law
9.07	Đỗ Thanh Huyền		No			0	0%	Sister
9.08	Nguyễn Đức Hồi		No			0	0%	Brother-in-law
10	Lê Tuấn Việt		Member of the Supervisory Board			721000	5%	
10.01	Lê Tuấn Chính		No			0	0%	father
10.02	Hoàng Thị Hà		No			0	0%	Mother
10.03	Lê Thị Luyến		TCNS staff			0	0%	Younger brother
10.04	Lê Tuấn Phúc		No			0	0%	Younger brother

10.05	Nguyễn Trọng Đạt		No			0	0%	Brother-in-law
11	Tổng công ty Sông Đà - CTCP		Parent company of Song Da 2 Joint Stock Company			5880000	40,7%	

2. Transactions by insiders and related persons involving shares of the listed company: *None*

**IX. Other matters to be noted:** *None*

**CHAIRMAN OF THE BOARD  
OF DIRECTORS**

*(Signed and stamped)*



**Dương Ngọc Hải**